

VINTAGE PETROLEUM INC
 Form 4
 April 04, 2005

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
PHANEUF ROBERT E

2. Issuer Name and Ticker or Trading Symbol
**VINTAGE PETROLEUM INC
 [VPI]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 110 WEST SEVENTH STREET, SUITE 2300
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 03/31/2005

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 VP-Corporate Development

TULSA, OK 74119

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ___ Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Price		
			Code	V	Amount		
Common Stock	03/31/2005		M		5,000	A	\$ 9.8125 44,450 D
Common Stock	03/31/2005		M		10,000	A	\$ 15.5 54,450 D
Common Stock	03/31/2005		M		20,000	A	\$ 15.5 74,450 D
Common Stock	03/31/2005		S		1,900	D	\$ 31.44 72,550 D
Common Stock	03/31/2005		S		16,800	D	\$ 31.5 55,750 D

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Common Stock	03/31/2005	S	2,400	D	\$ 31.52	53,350	D	
Common Stock	03/31/2005	S	1,700	D	\$ 31.53	51,650	D	
Common Stock	03/31/2005	S	10,000	D	\$ 31.55	41,650	D	
Common Stock	03/31/2005	S	400	D	\$ 31.56	41,250	D	
Common Stock	03/31/2005	S	200	D	\$ 31.59	41,050	D	
Common Stock	03/31/2005	S	1,200	D	\$ 31.65	39,850	D	
Common Stock	03/31/2005	S	400	D	\$ 31.66	39,450	D	
Common Stock						6,497 ⁽¹⁾	I	401(k) Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 9.8125	03/31/2005		M	5,000	12/31/1995 ⁽²⁾	10/09/2005	Common Stock	5,000
Employee Stock Option (right to buy)	\$ 15.5	03/31/2005		M	10,000	03/07/2000 ⁽⁴⁾	03/06/2007	Common Stock	10,000

buy) ⁽³⁾

Employee

Stock

Option	\$ 15.5	03/31/2005		M	20,000	03/07/2000	03/06/2007	Common Stock	20,0
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(right to
buy) ⁽⁵⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PHANEUF ROBERT E 110 WEST SEVENTH STREET SUITE 2300 TULSA, OK 74119			VP-Corporate Development	

Signatures

Michael F. Meimerstorf, Attorney-in-Fact for Robert E.

Phaneuf

04/04/2005

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Information is based on a plan statement dated as of April 1, 2005.
- (2) This option became exercisable in increments as follows: 10,190 shares beginning December 31, 1995, 10,190 shares beginning December 31, 1996, 10,190 shares beginning December 31, 1997, and 10,190 shares beginning October 10, 1998.
- (3) This option was previously reported as covering 9,675 shares at an exercise price of \$31.00 per share, but was adjusted to reflect a two-for-one stock split on October 7, 1997.
- (4) This option became exercisable in increments as follows: 6,450 shares beginning December 31, 1999, 6,450 shares beginning March 7, 2000, and 6,450 shares beginning January 1, 2001.
- (5) This option was previously reported as covering 20,325 shares at an exercise price of \$31.00 per share, but was adjusted to reflect a two-for-one stock split on October 7, 1997.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.