

VINTAGE PETROLEUM INC

Form 4

April 04, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(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
__X__ Officer (give title ____ Other (specify
below) 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)
__X__ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
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.

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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)
				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	\$ 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

(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.