STEPHENSON CC JR

Form 4

February 01, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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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

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * STEPHENSON CC JR			2. Issuer Name and Ticker or Trading Symbol VINTAGE PETROLEUM INC [VPI]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
(Last) 110 WEST SE STREET, SUI		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/30/2006	_X_ Director _X_ 10% Owner _X_ Officer (give title Other (specify below) Chairman, Pres. & CEO
(Street) 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 Own							
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)		Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	01/30/2006		D	708,470	D	(1)	0	D	
Common Stock	01/30/2006		D	12,067	D	(1)	0	I	As Trustee (2)
Common Stock	01/30/2006		D	4,266	D	<u>(1)</u>	0	I	As Trustee (3)
Common Stock	01/30/2006		D	15,167	D	<u>(1)</u>	0	I	As Trustee (4)
Common Stock	01/30/2006		D	9,710,797	D	(1)	0	I	By general partnership

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Common Stock	01/30/2006	D	200 (5)	D	(1)	0	I	By wife
Common Stock	01/30/2006	D	1,400 (5)	D	<u>(1)</u>	0	I	By wife (6)
Common Stock	01/30/2006	D	1,400 (5)	D	<u>(1)</u>	0	I	By wife (7)
Common Stock	01/30/2006	D	1,400 (5)	D	<u>(1)</u>	0	I	By wife (8)
Common Stock	01/30/2006	D	1,400 (5)	D	<u>(1)</u>	0	I	By wife (9)
Common Stock	01/30/2006	D	1,400 (5)	D	(1)	0	I	By wife (10)
Common Stock	01/30/2006	D	1,400 (5)	D	<u>(1)</u>	0	I	By wife (11)

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.

SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transact	ionNumber	Expiration D	ate	Amou	int of	Derivative	
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	
	Derivative				Securities	3		(Instr.	3 and 4)		
	Security				Acquired						
					(A) or						
					Disposed						
					of (D)						
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
						Date	Expiration	Titla	Number		
						Exercisable	Date	Title	of		
				Code V	(A) (D)				Shares		
				Code V	(A) (D)				Silares		

Reporting Owners

Reporting Owner Name / Address	Relationships								
	Director	10% Owner	Officer	Other					
STEPHENSON CC JR	X	X	Chairman,						
110 WEST SEVENTH STREET			Pres. & CEO						
SUITE 2300									

Reporting Owners 2

TULSA, OK 74119

Signatures

C.C.

Stephenson, Jr. 01/31/2006

**Signature of
Reporting Person

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

Date

- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- Disposed of pursuant to the merger of Vintage Petroleum, Inc. with and into Occidental Transaction 1, LLC, a wholly owned subsidiary of Occidental Petroleum Corporation ("Occidental") (the "Merger"), in exchange for the per share merger consideration consisting of \$20.00 in cash and 0.42 of a share of common stock of Occidental. The closing price of Occidental's common stock on the New York Stock Exchange on January 30, 2006, the effective date of the Merger, was \$94.47 per share.
- (2) Kelly C. Stephenson Irrevocable Trust, of which the reporting person is trustee.
- (3) Julie N. Stephenson Irrevocable Trust, of which the reporting person is trustee.
- (4) Corry C. Stephenson Irrevocable Trust, of which the reporting person is trustee.
- (5) Beneficial ownership of these securities is expressly disclaimed.
- (6) Julie N. Stephenson Trust, of which wife of reporting person is Trustee.
- (7) Kelly C. Stephenson Trust, of which wife of reporting person is Trustee.
- (8) Corry C. Stephenson Trust, of which wife of reporting person is Trustee.
- (9) Lawrence D. Field Jr. Trust, of which wife of reporting person is Trustee.
- (10) Andrew M. Field Trust, of which wife of reporting person is Trustee.
- (11) Alex S. Field Trust, of which wife of reporting person is Trustee.

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.

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