

BARNES WILLIAM C
Form 4
March 30, 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 *
BARNES WILLIAM C

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/28/2005

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below) Executive Vice President

(Street)
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. 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)
Common Stock			Code V	Amount (D) Price	8,482 ⁽¹⁾	I	By 401(k) Plan

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

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information contained in this form are not
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SEC 1474
(9-02)

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

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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 Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy) ⁽²⁾	\$ 9.6875	03/28/2005		M	50,100	03/15/1999	03/14/2006	Common Stock	50,100
Employee Stock Option (right to buy) ⁽²⁾	\$ 9.6875	03/29/2005		M	6,242	03/15/1999	03/14/2006	Common Stock	6,242
Employee Stock Option (right to buy) ⁽³⁾	\$ 9.6875	03/29/2005		M	23,658	12/31/1997 ⁽⁴⁾	03/14/2006	Common Stock	23,658

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BARNES WILLIAM C 110 WEST SEVENTH STREET, SUITE 2300 TULSA, OK 74119	X		Executive Vice President	

Signatures

Michael F. Meimerstorf, Attorney-in-Fact for William C. Barnes

03/30/2005

____ 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 March 29, 2005.

(2) This option was previously reported as covering 28,171 shares at an exercise price of \$19.375 per share, but was adjusted to reflect a two-for-one stock split on October 7, 1997.

(3)

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This option was previously reported as covering 11,829 shares at an exercise price of \$19.375 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: 3,014 shares beginning December 31, 1997, 10,322 shares beginning December 31, 1998, and 10,322 shares on March 15, 1999.

Remarks:

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Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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