

VINTAGE PETROLEUM INC
Form SC 13G/A
February 12, 2004

OMB APPROVAL

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 10)*

Vintage Petroleum, Inc.

(Name of Issuer)

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Common Stock, \$.005 par value

(Title of Class of Securities)

927460 10 5

(CUSIP Number)

December 31, 2003

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

Charles C. Stephenson, Jr.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

United States

5. Sole Voting Power

NUMBER OF SHARES	10,625,000
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6. Shared Voting Power

BENEFICIALLY

OWNED BY	-0-
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7. Sole Dispositive Power

EACH

REPORTING

PERSON	10,625,000
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8. Shared Dispositive Power

WITH

-0-

9. Aggregate Amount Beneficially Owned by Each Reporting Person

10,625,000

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

X

11. Percent of Class Represented by Amount in Row (9)

16.5%

12. Type of Reporting Person (See Instructions)

IN

- Item 1.** (a) Name of Issuer: Vintage Petroleum, Inc.
 (b) Address of Issuer's Principal Executive Offices

110 West Seventh Street, Suite 2300

Tulsa, Oklahoma 74119-1029

- Item 2.** (a) Name of Person Filing: Charles C. Stephenson, Jr.
 (b) Address of Principal Business Office or, if none, Residence:

110 West Seventh Street, Suite 2300

Tulsa, Oklahoma 74119-1029

- (c) Citizenship: United States
 (d) Title of Class of Securities: Common Stock, par value \$.005
 (e) CUSIP Number: **927460 10 5**

- Item 3. If this statement is filed pursuant to §§240.13d-1(b), or 240.13d-2(b) or (c), check whether the person filing is a:**

Not Applicable

- (a) .. Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
 (b) .. Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
 (c) .. Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
 (d) .. Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
 (e) .. An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
 (f) .. An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
 (g) .. A parent holding company or control person in accordance with §240.13d-1(b)(ii)(G);
 (h) .. A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
 (i) .. A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
 (j) .. Group, in accordance with §240.13d-1(b)(1)(ii)(J).

Item 4. Ownership.

- (a) Amount beneficially owned: 10,625,000 shares ⁽¹⁾⁽²⁾⁽³⁾
 (b) Percent of class: 16.5%
 (c) Number of shares as to which the person has:
 (i) Sole power to vote or to direct the vote: 10,625,000 ⁽¹⁾⁽²⁾⁽³⁾

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- (ii) Shared power to vote or to direct the vote: -0-
- (iii) Sole power to dispose or to direct the disposition of: 10,625,000⁽¹⁾⁽²⁾⁽³⁾
- (iv) Shared power to dispose or to direct the disposition of: -0-

⁽¹⁾ Includes 9,737,400 shares held by a general partnership controlled by Mr. Stephenson.

⁽²⁾ Includes 95,800 shares held by the Stephenson Family Charitable Foundation, of which Mr. Stephenson and his wife are co-trustees. Mr. Stephenson and his wife do not have a pecuniary interest in the shares held by the Foundation.

⁽³⁾ Does not include 200 shares owned by Mr. Stephenson's wife. Mrs. Stephenson has full rights of ownership over such shares, including sole voting and investment power. Mr. Stephenson disclaims beneficial ownership of such shares.

Item 5. Ownership of Five Percent or Less of a Class.

Not Applicable

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not Applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.

Not Applicable

Item 8. Identification and Classification of Members of the Group.

Not Applicable

Item 9. Notice of Dissolution of Group.

Not Applicable

Item 10. Certification.

Not Applicable

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 12, 2004

/s/ C. C. Stephenson, Jr.

C. C. Stephenson, Jr.