ABERNATHY WILLIAM L

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. 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 See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * ABERNATHY WILLIAM L

2. Issuer Name and Ticker or Trading

Symbol

VINTAGE PETROLEUM INC

3. Date of Earliest Transaction

[VPI]

(Last) (First) (Middle)

(Month/Day/Year) 03/28/2005

110 WEST SEVENTH STREET, **SUITE 2300**

> (Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

OMB

Number:

Expires:

response...

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

X Director 10% Owner X_ Officer (give title Other (specify

below)

Executive Vice President

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

TULSA, OK 74119

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	Secur	ities Acq	uired, Disposed o	of, or Beneficia	ally Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or		of (D)	5. Amount of 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	(D)	Price	(Instr. 3 and 4)		
Common Stock	03/28/2005		M	72,500	A	\$ 7.25	330,060	D	
Common Stock	03/28/2005		S	52,200	D	\$ 31.2	277,860	D	
Common Stock	03/28/2005		S	2,100	D	\$ 31.21	275,760	D	
Common Stock	03/28/2005		S	5,000	D	\$ 31.22	270,760	D	
Common Stock	03/28/2005		S	2,000	D	\$ 31.23	268,760	D	

Edgar Filing: ABERNATHY WILLIAM L - Form 4

Common Stock	03/28/2005	S	2,000	D	\$ 31.24	266,760	D	
Common Stock	03/28/2005	S	1,000	D	\$ 31.25	265,760	D	
Common Stock	03/28/2005	S	6,900	D	\$ 31.26	258,860	D	
Common Stock	03/28/2005	S	500	D	\$ 31.27	258,360	D	
Common Stock	03/28/2005	S	800	D	\$ 31.3	257,560	D	
Common Stock	03/29/2005	G	13,000	D	\$ 0	244,560	D	
Common Stock	03/28/2005	S	1,000	D	\$ 31.2	500	I	By Son
Common Stock	03/28/2005	S	1,300	D	\$ 31.22	200	I	By Other Son
Common Stock	03/28/2005	S	200	D	\$ 31.23	0	I	By Other Son
Common Stock	03/28/2005	S	500	D	\$ 31.22	500	I	As Custodian
Common Stock	03/28/2005	S	500	D	\$ 31.21	0	I	As Custodian (1)
Common Stock						14,022 (2)	I	By 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.

SEC 1474 (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. Transacti Code (Instr. 8)	orDeriva Securit Acquir	red (A) bosed of	6. Date Exerci Expiration Dat (Month/Day/Y	te	7. Title and A Underlying S (Instr. 3 and 4	Securities
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount

Number of Shares

Employee

Stock

(right to buy)

Option \$ 7.25 03/28/2005

M

72,500 03/16/2002 03/15/2009

Common Stock

ock 72,500

Reporting Owners

Reporting Owner Name / Address	Relationships						
• 6	Director	10% Owner	Officer	Other			
ABERNATHY WILLIAM L							
110 WEST SEVENTH STREET, SUITE 2300	X		Executive Vice President				
THI SA OK 74119							

Signatures

Michael F. Meimerstorf, Attorney-in-Fact for William L. Abernathy

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) By reporting person as custodian for son (Nicholas Lee Abernathy) under UGMA.
- (2) Information is based on a plan statement dated as of March 29, 2005.

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.

Reporting Owners 3