

ABERNATHY WILLIAM L
Form 4
March 30, 2005

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

OMB APPROVAL

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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

(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
[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. 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 Ownership: Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
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

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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 <u>(1)</u>
Common Stock	03/28/2005		S	500	D	\$ 31.21	0	I	As Custodian <u>(1)</u>
Common Stock							14,022 <u>(2)</u>	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.

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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 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)	\$ 7.25	03/28/2005	M	72,500	03/16/2002	03/15/2009	Common Stock	72,500

Reporting Owners

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

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.

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