

STEPHENSON CC JR
Form 4
February 01, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

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) (First) (Middle)
110 WEST SEVENTH STREET, SUITE 2300
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/30/2006

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, Pres. & CEO

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	01/30/2006		D		708,470	D	<u>(1)</u> 0
Common Stock	01/30/2006		D		12,067	D	<u>(1)</u> 0
Common Stock	01/30/2006		D		4,266	D	<u>(1)</u> 0
Common Stock	01/30/2006		D		15,167	D	<u>(1)</u> 0
Common Stock	01/30/2006		D		9,710,797	D	<u>(1)</u> 0
						I	As Trustee <u>(2)</u>
						I	As Trustee <u>(3)</u>
						I	As Trustee <u>(4)</u>
						I	By general partnership

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Common Stock	01/30/2006	D	200 ⁽⁵⁾	D	<u>(1)</u>	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	<u>(1)</u>	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)

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)	8. Price of Derivative Security (Instr. 5)	9. Nu...
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Reporting Owners

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

TULSA, OK 74119

Signatures

C.C.

Stephenson, Jr.

01/31/2006

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).

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.
- (1) 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.