

COX ROBERT WAYNE
Form 4
March 18, 2005

FORM 4

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

OMB APPROVAL

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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 *
COX ROBERT WAYNE

2. Issuer Name and Ticker or Trading Symbol
VINTAGE PETROLEUM INC
[VPI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director ____ 10% Owner
 Officer (give title below) ____ Other (specify below)
Vice Pres. - General Counsel

(Last) (First) (Middle)

110 WEST SEVENTH STREET,
SUITE 2300

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/16/2005

TULSA, OK 74119

(City) (State) (Zip)

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

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)
				Code V Amount (A) or (D) Price			
Common Stock	03/16/2005		I	18,692 D \$ 30.03	0	I	401(k) Plan
Common Stock	03/17/2005		M	10,300 A \$ 15.5	92,544	D	
Common Stock	03/17/2005		M	17,100 A \$ 15.5	109,644	D	
Common Stock	03/17/2005		S	27,400 D \$ 30.5	82,244	D	

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

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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 Security (Instr. 3 and 4)	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 15.5	03/17/2005		M	10,300	03/07/2000 ⁽¹⁾ 03/06/2007	Common Stock	10,300
Employee Stock Option (right to buy) ⁽²⁾	\$ 15.5	03/17/2005		M	17,100	03/07/2000 03/06/2007	Common Stock	17,100

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COX ROBERT WAYNE 110 WEST SEVENTH STREET, SUITE 2300 TULSA, OK 74119			Vice Pres. - General Counsel	

Signatures

Robert Wayne
Cox
Date: 03/18/2005

**Signature of Reporting Person

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)

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This option became exercisable in increments as follows: 6,450 shares beginning March 7, 2000, and 6,450 shares beginning January 1, 2001.

- (2) This option was previously reported as covering 8,550 shares at an exercise price of \$31.00 per share, but was adjusted to reflect a two-for-one stock split on October 7, 1997.

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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