

BARNES WILLIAM C
Form 4
March 30, 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 *
BARNES WILLIAM C

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)
Executive Vice President

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

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/28/2005

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 Ownership (Instr. 4)
Common Stock				(A) or (D) Code V Amount Price	8,482 ⁽¹⁾	I	By 401(k) Plan

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)

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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) ⁽²⁾	\$ 9.6875	03/28/2005		M	50,100	03/15/1999 03/14/2006	Common Stock	50,100
Employee Stock Option (right to buy) ⁽²⁾	\$ 9.6875	03/29/2005		M	6,242	03/15/1999 03/14/2006	Common Stock	6,242
Employee Stock Option (right to buy) ⁽³⁾	\$ 9.6875	03/29/2005		M	23,658	12/31/1997 ⁽⁴⁾ 03/14/2006	Common Stock	23,658

Reporting Owners

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

Signatures

Michael F. Meimerstorf, Attorney-in-Fact for William C. Barnes	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) Information is based on a plan statement dated as of March 29, 2005.
- (2) This option was previously reported as covering 28,171 shares at an exercise price of \$19.375 per share, but was adjusted to reflect a two-for-one stock split on October 7, 1997.
- (3)

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This option was previously reported as covering 11,829 shares at an exercise price of \$19.375 per share, but was adjusted to reflect a two-for-one stock split on October 7, 1997.

- (4) This option became exercisable in increments as follows: 3,014 shares beginning December 31, 1997, 10,322 shares beginning December 31, 1998, and 10,322 shares on March 15, 1999.

Remarks:

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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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