

VINTAGE PETROLEUM INC  
Form 8-A12B/A  
October 18, 2005

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

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**FORM 8-A/A**

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**Amendment No. 2**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**  
**PURSUANT TO SECTION 12(b) OR (g) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**Vintage Petroleum, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State of incorporation or organization)

**73-1182669**  
(I.R.S. Employer Identification No.)

**110 West Seventh Street**  
(Address of principal executive offices)

**Tulsa, Oklahoma**

**74119**  
(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

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<u>Title of each class</u> <u>to be so registered</u>	<u>Name of each exchange on which</u> <u>each class is to be registered</u>
<b>Preferred Share Purchase Rights</b>	<b>New York Stock Exchange</b>

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities Act registration statement file number to which this form relates: \_\_\_\_\_ (if applicable)

Securities to be registered pursuant to Section 12(g) of the Act:

**None**

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(Title of class)

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**INFORMATION REQUIRED IN REGISTRATION STATEMENT**

**Explanatory Note**

This Amendment No. 2 to Form 8-A is being filed by Vintage Petroleum, Inc., a Delaware corporation (the Registrant), to amend the Registrant's Registration Statement on Form 8-A, which was filed with the Securities and Exchange Commission (the SEC) on March 22, 1999, as amended by the Form 8-A/A of the Registrant filed with the SEC on April 4, 2002 (as so amended, the Form 8-A).

**Item 1. Description of Registrant's Securities to be Registered**

Reference is hereby made to the Form 8-A and such Form 8-A is incorporated herein by reference.

On October 13, 2005, the Registrant announced that it had entered into an Agreement and Plan of Merger dated as of October 13, 2005 (the Merger Agreement), with Occidental Petroleum Corporation, a Delaware corporation (Parent), and Occidental Transaction 1, LLC, a Delaware limited liability company and wholly-owned subsidiary of Parent (Merger Sub), pursuant to which the Registrant will be merged with and into Merger Sub and the separate corporate existence of the Registrant will cease.

Also on October 13, 2005 and in connection with the execution of the Merger Agreement, the Registrant executed the Second Amendment (the Second Amendment) to the Rights Agreement dated as of March 16, 1999, as amended by the First Amendment to Rights Agreement dated as of April 3, 2002 (as so amended, the Rights Agreement), between the Registrant and Mellon Investor Services LLC (formerly known as ChaseMellon Shareholder Services, L.L.C.), as Rights Agent. Capitalized terms used herein and not otherwise defined shall have the meanings ascribed to them in the Rights Agreement, as amended by the Second Amendment.

As more fully set forth in the Second Amendment, the Second Amendment, among other things:

renders the provisions of the Rights Agreement inapplicable to the Merger by exempting Parent and Merger Sub from the definition of Acquiring Person and providing that a Distribution Date shall not be deemed to have occurred due to the execution and delivery of the Merger Agreement and the consummation of the Merger; and

provides for the termination of the Rights Agreement (except for the rights, obligations and liabilities of the Registrant and the Rights Agent set forth in Section 18 of the Rights Agreement) immediately prior to the effective time of the Merger.

A copy of the Second Amendment is attached hereto as Exhibit 4 and is incorporated herein by reference. The foregoing discussion does not purport to be complete and is qualified in its entirety by reference to such exhibit.

**Item 2. Exhibits**

**Exhibit No.**

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**Description**

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Second Amendment to Rights Agreement dated as of October 13, 2005, between Vintage Petroleum, Inc. and Mellon Investor Services LLC (formerly known as ChaseMellon Shareholder Services, L.L.C.), as Rights Agent.

**SIGNATURES**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

VINTAGE PETROLEUM, INC.

Dated: October 17, 2005

By: /s/ Michael F. Meimerstorf  
Michael F. Meimerstorf

Vice President and Controller

**EXHIBIT INDEX**

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
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