

LAWRENCE BRYAN H
Form 4
February 01, 2006

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 *
LAWRENCE BRYAN H

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)
C/O YORKTOWN PARTNERS
LLC, 410 PARK AVENUE

(Street)

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

Director 10% Owner
 Officer (give title below) Other (specify below)

NEW YORK, NY 10022

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 (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | 01/30/2006 | | D | 50,861 D | 0 | D | |

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

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SEC 1474
(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 Securities (Instr. 3 and 4) | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|---|-----------------|--------------|----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (right to buy) | \$ 10.205 | 01/30/2006 | | D | | 10,000 | | 05/12/2004 | 05/11/2013 | Common Stock | 10,000 |
| Stock Option (right to buy) | \$ 10.205 | 01/30/2006 | | D | | 6,000 | | 05/12/2004 | 05/11/2013 | Common Stock | 6,000 |
| Stock Option (right to buy) | \$ 11.05 | 01/30/2006 | | D | | 5,000 | | 06/14/2005 | 06/13/2012 | Common Stock | 5,000 |
| Stock Option (right to buy) | \$ 12.29 | 01/30/2006 | | D | | 1,000 | | 05/14/2003 | 05/13/2012 | Common Stock | 1,000 |
| Stock Option (right to buy) | \$ 19.075 | 01/30/2006 | | D | | 1,000 | | 05/08/2002 | 05/07/2011 | Common Stock | 1,000 |
| Stock Option (right to buy) | \$ 21.8125 | 01/30/2006 | | D | | 3,000 | | 01/08/2004 | 01/07/2011 | Common Stock | 3,000 |
| Stock Option (right to buy) | \$ 19.5625 | 01/30/2006 | | D | | 4,000 | | 07/06/2003 | 07/05/2010 | Common Stock | 4,000 |
| Stock Option (right to buy) | \$ 22.9375 | 01/30/2006 | | D | | 1,000 | | 05/09/2001 | 05/08/2010 | Common Stock | 1,000 |
| Stock Option (right to buy) | \$ 11.4375 | 01/30/2006 | | D | | 5,000 | | 05/11/2000 | 05/10/2009 | Common Stock | 5,000 |

| | | | | | | | | |
|--------------------------------------|------------|------------|---|-------|------------|------------|-----------------|-------|
| Stock Option (right to buy) | \$ 11.4375 | 01/30/2006 | D | 1,000 | 05/11/2000 | 05/10/2009 | Common Stock | 1,000 |
| Stock Option (right to buy) | \$ 19.2813 | 01/30/2006 | D | 1,000 | 05/12/1999 | 05/11/2008 | Common Stock | 1,000 |
| Stock Option (right to buy) | \$ 16.0625 | 01/30/2006 | D | 2,000 | 05/13/1998 | 05/12/2007 | Common Stock | 2,000 |
| Stock Option (right to buy) | \$ 12.7813 | 01/30/2006 | D | 2,000 | 05/14/1997 | 05/13/2006 | Common Stock | 2,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| LAWRENCE BRYAN H C/O YORKTOWN PARTNERS LLC 410 PARK AVENUE NEW YORK, NY 10022 | X | | | |

Signatures

Michael F. Meimerstorf, Attorney-in-Fact for Bryan H.
Lawrence

02/01/2006

__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).

(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) This option was cancelled in the Merger in exchange for a cash payment of \$57.975 with respect to each share otherwise issuable upon exercise of such option, less the exercise price of such option and any applicable withholding tax.

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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