

ABERNATHY WILLIAM L  
Form 4  
January 10, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
ABERNATHY WILLIAM L

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)  
01/06/2006

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|----------------|---|--|-----------------------------------|
|                                 |                                      |  |                                | Code  | V Amount Price |   |  |                                   |
| Common Stock                    | 06/21/2005                           |  | G                              | V   | 950            | D \$ 0  | 214,910  | D                                 |
| Common Stock                    | 09/06/2005                           |  | G                              | V   | 1,000          | D \$ 0  | 213,910  | D                                 |
| Common Stock                    | 09/27/2005                           |  | G                              | V   | 2,000          | D \$ 0  | 211,910  | D                                 |
| Common Stock                    | 01/06/2006                           |  | M                              |   | 12,900         | A \$ 15.5   | 224,810  | D                                 |
| Common Stock                    | 01/06/2006                           |  | M                              |   | 20,644         | A \$ 9.6875   | 245,454  | D                                 |

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|              |                       |   |                |
|--------------|-----------------------|---|----------------|
| Common Stock | 500                   | I | By Son         |
| Common Stock | 14,351 <sup>(1)</sup> | 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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**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) <sup>(2)</sup> | \$ 15.5  | 01/06/2006                           |  | M                              | 12,900  | 03/07/2000 <sup>(3)</sup> 03/06/2007                     | Common Stock  | 12,900                     |
| Employee Stock Option (right to buy) <sup>(4)</sup> | \$ 9.6875  | 01/06/2006                           |  | M                              | 20,644  | 12/31/1998 <sup>(5)</sup> 03/14/2006                     | Common Stock  | 20,644                     |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                          |       |
|---|---------------|-----------|--------------------------|-------|
|   | Director      | 10% Owner | Officer                  | Other |
| ABERNATHY WILLIAM L<br>110 WEST SEVENTH STREET, SUITE 2300<br>TULSA, OK 74119 | X             |           | Executive Vice President |       |

## Signatures

Michael F. Meimerstorf, Attorney-in-Fact for William L.  
Abernathy

01/10/2006

\_\_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) Information is based on a plan statement dated as of January 6, 2006.
- (2) This option was previously reported as covering 6,450 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.
- (3) This option to buy 12,900 shares of common stock became exercisable in increments as follows: 6,450 shares beginning March 7, 2000, and 6,450 shares beginning January 1, 2001.
- (4) This option was previously reported as covering 10,322 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.
- (5) This option to buy 20,644 shares of common stock became exercisable in increments as follows: 10,322 shares beginning December 31, 1998, and 10,322 shares beginning March 15, 1999.

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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