STEPHENSON CC JR

Form 5

February 09, 2005

OMB APPROVAL FORM 5

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL **OWNERSHIP OF SECURITIES**

Expires: 2005 Estimated average burden hours per response... 1.0

3235-0362

January 31,

OMB

See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940

Form 4 Transactions

Reported

1. Name and Address of Reporting Person * STEPHENSON CC JR			2. Issuer Name and Ticker or Trading Symbol VINTAGE PETROLEUM INC [VPI]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) 110 WEST S STREET, S		(Middle)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2004	_X_ Director _X_ 10% Owner _X_ Officer (give titleOther (specify below)Other (specify below)O			
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Reporting (check applicable line)			
TULSA, OI	KÂ 74119			_X_ Form Filed by One Reporting Person Form Filed by More than One Reporting Person			

(City)	(State)	(Zip) Tab	le I - Non-Der	ivative Sec	curitie	s Acqu	ired, Disposed	of, or Benefici	ally 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. Securit (A) or Dis (D) (Instr. 3, 4)	sposed	of	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	01/12/2004	Â	G	26,603	D	\$0	9,710,797	I	By general partnership
Common Stock	Â	Â	Â	Â	Â	Â	791,800	D	Â
Common Stock	Â	Â	Â	Â	Â	Â	200 (1)	I	By wife

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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	3. Transaction Date (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative	6. Date Exerc Expiration Day/ (Month/Day/	ate	7. Title Amount Underly Securities	t of ying	8. Price of Derivative Security (Instr. 5)	
	Derivative Security			Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			(Instr. 3	3 and 4)		
				(A) (D)	Date Exercisable	Expiration Date	Title N	Number		

Reporting Owners

Reporting Owner Name / Address	Relationships							
copy of the control o	Director	10% Owner	Officer	Other				
STEPHENSON CC JR 110 WEST SEVENTH STREET SUITE 2300 TULSA Â OK Â 74119	ÂΧ	ÂX	Chairman, Pres. & CEO	Â				

Signatures

C.C. Stephenson, Jr. 02/08/2005

**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) Beneficial ownership of these securities is expressly disclaimed.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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