COX ROBERT WAYNE

Form 4

February 01, 2006

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

OMB 3235-0287 Number:

Expires:

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, 2005

0.5

Form 4 or Form 5 obligations may continue.

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

SECURITIES

Estimated average burden hours per response...

1(b).

30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1. Name and Address of Reporting Person * COX ROBERT WAYNE

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

VINTAGE PETROLEUM INC

(Check all applicable)

[VPI]

(Middle)

3. Date of Earliest Transaction

Director 10% Owner X_ Officer (give title Other (specify

110 WEST SEVENTH STREET,

(First)

(Street)

(State)

SUITE 2300

(City)

(Last)

(Month/Day/Year) 01/30/2006

below) Vice Pres. - General Counsel

(Zip)

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

4. If Amendment, Date Original

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

TULSA, OK 74119

						-	•	*	-	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any	3. 4. Securities Acquired Transaction(A) or Disposed of Code (D)			5. Amount of Securities Beneficially	6. Ownership Form: Direct (D) or	nip 7. Nature of ect Indirect Beneficial		
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4	(A) or	,	Owned Following Reported Transaction(s) (Instr. 3 and 4)	Indirect (I) (Instr. 4)	Ownership (Instr. 4)	
Common			Code V	Amount	(D)	Price				
Stock	01/30/2006		D	61,800	D	(1)	0	D		
Common Stock	01/30/2006		D	244 (2)	D	<u>(1)</u>	0	I	By 401(k) Plan	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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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	2.	3. Transaction Date		4.	5.	6. Date Exer		7. Title a		8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if		onNumber	Expiration D		Amount		Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	_	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	and 4)		Own
	Security				Acquired						Follo
	,				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						(IIISti
					4, and 5)						
								A	mount		
						D.	E	01	r		
						Date Exercisable	Expiration Date	Title Number of	umber		
				Code V	(A) (D)				hares		

Reporting Owners

Relationships Reporting Owner Name / Address

Officer Other Director 10% Owner

COX ROBERT WAYNE 110 WEST SEVENTH STREET, SUITE 2300 **TULSA, OK 74119**

Vice Pres. - General Counsel

Signatures

Robert Wayne 01/31/2006 Cox

**Signature of Date Reporting Person

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).

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) Information is based on a plan statement dated as of January 23, 2006.

Note: File three copies of this Form, one of which must be manually signed. If space 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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