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VINTAGE PETROLEUM INC
Form SC 13D/A
October 21, 2002

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

SCHEDULE 13D
(AMENDMENT NO. 3)*

Under the Securities Exchange Act of 1934

Vintage Petroleum, Inc.

(Name of Issuer)

Common Stock, par value \$.005 per share

(Title of Class of Securities)

927460-10-5

(CUSIP Number)

Thomas Boone Pickens, Jr.
260 Preston Commons West
8117 Preston Road
Dallas, Texas 75225
(214) 265-4165

(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)

October 18, 2002

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Sections 240.13d-1(e), (f) or (g), check the following box. []

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Please Send Copies of Notices and Communications to:

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Taylor H. Wilson, Esq.
Haynes and Boone, LLP
901 Main Street, Suite 3100
Dallas, Texas 75202
(214) 651-5615

SCHEDULE 13D

CUSIP No. 927460-10-5

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1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

BP Capital Energy Equity Fund, L.P., a Delaware limited partnership
75-2948254

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC/00

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR
N/A

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

| | | | |
|--------------------------|----|--------------------------|-----------|
| | 7 | SOLE VOTING POWER | |
| NUMBER OF SHARES | | | 3,968,144 |
| | 8 | SHARED VOTING POWER | |
| BENEFICIALLY OWNED BY | | | 0 |
| | 9 | SOLE DISPOSITIVE POWER | |
| EACH REPORTING | | | 3,968,144 |
| | 10 | SHARED DISPOSITIVE POWER | |
| PERSON WITH | | | 0 |

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| | |
|----|--|
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON |
| | 4,968,200 |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN S |
| | N/A |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) |
| | 7.8% (1) |
| 14 | TYPE OF REPORTING PERSON |
| | PN |

(1) Based on a total of 63,344,972 Shares outstanding on August 9, 2002, as disclosed in the Issuer's Quarterly Report on Form 10-Q for the period ended June 30, 2002.

CUSIP No. 927460-10-5

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| | |
|---|---|
| 1 | NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON |
| | BP Capital Energy Equity International Holdings I, L.P., a Delaware limit 75-2958603 |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP |
| 3 | SEC USE ONLY |
| 4 | SOURCE OF FUNDS |
| | WC/OO |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR |
| | N/A |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION |
| | Delaware |
| 7 | SOLE VOTING POWER |

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| | |
|-------------------------------------|---|
| NUMBER OF SHARES | 1,000,056 |
| BENEFICIALLY OWNED BY | 8 SHARED VOTING POWER 0 |
| EACH REPORTING PERSON WITH | 9 SOLE DISPOSITIVE POWER 1,000,056 10 SHARED DISPOSITIVE POWER 0 |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,968,200 |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN S N/A |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 7.8% (1) |
| 14 | TYPE OF REPORTING PERSON PN |

(1) Based on a total of 63,344,972 Shares outstanding on August 9, 2002, as disclosed in the Issuer's Quarterly Report on Form 10-Q for the period ended June 30, 2002.

This Amendment No. 3 to Schedule 13D (this "Amendment") amends and supplements the Schedule 13D filed on March 25, 2002 (the "Original Filing"), as amended on May 15, 2002 and September 17, 2002, by BP Capital Energy Equity Fund, L.P. ("Energy") and BP Capital Energy Equity International Holdings I, L.P. ("International"), by furnishing the information set forth below. Energy and International are collectively defined in this Amendment as the "Filing Persons." Unless set forth below, all previous Items are unchanged. Capitalized terms used herein which are not defined herein have the meanings given to them in the Original Filing, as amended.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

Item 5 is hereby amended and restated in its entirety to read as follows:

"(a) The Filing Persons may be deemed to beneficially own 4,968,200 Shares (which is approximately 7.8% of the Shares outstanding on August 9, 2002, as disclosed in the Issuer's Quarterly Report on Form 10-Q for the quarter ended June 30, 2002).

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| (b) | SOLE VOTING POWER ----- | SHARED VOTING POWER ----- | DI --- |
|---|----------------------------------|------------------------------------|-----------|
| BP Capital Energy Equity Fund, L.P. | 3,968,144 | 0 | 3 |
| BP Capital Energy Equity International Holdings I, L.P. | 1,000,056 | 0 | 1 |

(c) All transactions in the Shares effected by the Filing Persons since the most recent filing of Schedule 13D are set forth in Schedule A.

(d) Not applicable.

(e) Not applicable."

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Statement is true, complete and correct.

Date: October 21, 2002

BP CAPITAL ENERGY EQUITY FUND, L.P.

By: BP Capital Management, L.P., its general partner
 By: TBP Investments Management LLC, its general partner

By: /s/ Robert L. Stillwell

 Name: Robert L. Stillwell
 Title: Managing Director

BP CAPITAL ENERGY EQUITY INTERNATIONAL HOLDINGS I, L.P.

By: BP Capital Management, L.P., its general partner
 By: TBP Investments Management LLC, its general partner

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By: /s/ Robert L. Stillwell

Name: Robert L. Stillwell

Title: Managing Director

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SCHEDULE A

RECENT TRANSACTIONS

SINCE THE MOST RECENT FILING OF SCHEDULE 13D, THE ONLY TRANSACTIONS IN THE SHARES BY THE FILING PERSONS WERE THE FOLLOWING SALES: *

| DATE | PRICE | ENERGY | INTERNATIONAL |
|------------|----------|---------|---------------|
| 10/1/2002 | \$ 10.51 | 40,000 | 10,000 |
| 10/2/2002 | \$ 10.77 | 44,000 | 11,000 |
| 10/3/2002 | \$ 10.66 | 12,800 | 3,200 |
| 10/8/2002 | \$ 9.69 | 40,000 | 10,000 |
| 10/9/2002 | \$ 9.23 | 16,000 | 4,000 |
| 10/10/2002 | \$ 9.40 | 4,000 | 1,000 |
| 10/11/2002 | \$ 9.26 | 24,000 | 6,000 |
| 10/14/2002 | \$ 9.27 | 28,000 | 7,000 |
| 10/15/2002 | \$ 9.11 | 67,360 | 16,840 |
| 10/16/2002 | \$ 8.96 | 48,000 | 12,000 |
| 10/17/2002 | \$ 9.43 | 150,000 | 37,500 |
| 10/18/2002 | \$ 9.56 | 55,840 | 13,960 |

* All such transactions were effectuated in the open market.

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