CALLON JOHN S

Form 4 May 09, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

30(h) of the Investment Company Act of 1940

OMB APPROVAL OMB

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

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

1(b).

Stock

(Print or Type Responses)

1 Name and Address of Departing De

See Instruction

1. Name and Address of Reporting Person <u>*</u> CALLON JOHN S		ner Name and Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer			
(Lank) (First)		ON PETROLEUM CO [CPE]	(Check all applicable)			
(Last) (First) 200 NORTH CANAL STR	(Month	of Earliest Transaction /Day/Year) /2005	X Director 10% Owner Officer (give title below) Other (specify below)			
(Street)		nendment, Date Original Ionth/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
NATCHEZ, MS 39120321	2		Form filed by More than One Reporting Person			
(City) (State)	(Zip) Ta	ble I - Non-Derivative Securities Ac	quired, Disposed of, or Beneficially Owned			
1.Title of Security (Month/Day/Year (Instr. 3)		Code (Instr. 3, 4 and 5)	Beneficially Form: Direct Beneficial Owned (D) or Ownership Following Indirect (I) (Instr. 4) Reported (Instr. 4) Transaction(s) (Instr. 3 and 4)			
Common	05/05/2005	M V 25,000 A \$ 13.7	1 129,437 D			
Common			53 501 I By Spauca			

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)

By Spouse

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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. Trans Code (Instr		5. Number of conDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and A Underlying So (Instr. 3 and 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
2004 Performance Shares	\$ 13.71	05/05/2005	05/05/2005	M	V		25,000	05/05/2005(1)(2)	07/14/2014	Common Stock
Stock Option (Right to Buy)	\$ 10.5							01/25/2001	07/25/2010	Common Stock
Stock Option (Right to Buy)	\$ 11.61							11/05/2001	05/04/2011	Common Stock
Stock Option (Right to Buy)	\$ 6.05							11/09/2002	05/08/2012	Common Stock
Stock Option (Right to Buy)	\$ 12.4							11/08/2004	05/06/2014	Common Stock
Stock Options (Right to Buy)	\$ 5.12							11/03/2003	05/02/2013	Common Stock

Reporting Owners

**Signature of Reporting Person

Reporting Owner Name / Address	Relationships					
reporting of mor remain, remained	Director	10% Owner	Officer	Other		
CALLON JOHN S 200 NORTH CANAL STREET NATCHEZ, MS 391203212	X					
Signatures						
By: Robert A. Mayfield as Attorney-in-fact for		05/09/2005				

Reporting Owners 2

Date

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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) Performance Stock awarded July 14, 2004. These shares vest in five equal annual installments beginning on July 14, 2005, subject to deferral at the option of the holder.
- (2) Pursant to the provisions of award document, these shares vested on May 5, 2005.

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.