WALLACE JOHN C

Form 4 March 23, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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may continue.

See Instruction

Check this box

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

1(b).

Stock

Stock

Common

03/22/2006

(Print or Type Responses)

1. Name and A WALLACE	Address of Reporting I E JOHN C	Person * 2. Issue Symbol	er Name and Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer				
(T - 1)	(F' a) (A		ON PETROLEUM CO [CPE]	(Check all applicable)				
(Last)	(First) (N		of Earliest Transaction					
		`	Day/Year)	_X_ Director 10% Owner				
200 NORTI	H CANAL STRE	ET 03/22/2	2006	Officer (give title Other (specify below)				
	(Street)	4. If Amo	endment, Date Original	6. Individual or Joint/Group Filing(Check				
		Filed(Mo	onth/Day/Year)	Applicable Line)				
				X Form filed by One Reporting Person				
NATCHEZ	, MS 391203212			Form filed by More than One Reporting Person				
(City)	(State)	(Zip) Tab	ole I - Non-Derivative Securities Ac	quired, Disposed of, or Beneficially Owned				
1.Title of	2. Transaction Date	2A. Deemed	3. 4. Securities Acquired	5. Amount of 6. 7. Nature of				
Security	(Month/Day/Year)	Execution Date, if	Transaction(A) or Disposed of (D)	Securities Ownership Indirect				
(Instr. 3)		any	Code (Instr. 3, 4 and 5)	Beneficially Form: Direct Beneficial				
		(Month/Day/Year)	(Instr. 8)	Owned (D) or Ownership				
				Following Indirect (I) (Instr. 4)				
			(A)	Reported (Instr. 4)				
			or	Transaction(s)				
			Code V Amount (D) Price	(Instr. 3 and 4)				
Common Stock	03/22/2006	03/22/2006	M V 5,000 A \$	62,528 D				

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

03/22/2006

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.

59,060

D

13.75

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Transs Code (Instr.		5. Number tion 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 Underlying Securitie (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amour or Number of Shar
Stock Option (Right to Buy)	\$ 13.75	03/22/2006	03/22/2006	M	V		5,000	12/20/1996	06/20/2006	Common Stock	5,00
2004 Performance Shares	\$ 13.71							05/05/2005	07/14/2014	Common Stock	20,00
Stock Option (Right to Buy)	\$ 12							02/23/1997	08/23/2006	Common Stock	20,00
Stock Option (Right to Buy)	\$ 15.31							12/20/1997	06/20/2007	Common Stock	5,00
Stock Option (Right to Buy)	\$ 9.47							11/29/1998	05/29/2008	Common Stock	5,00
Stock Option (Right to Buy)	\$ 10.97							10/30/1999	04/23/2009	Common Stock	5,00
Stock Option (Right to Buy)	\$ 13.56							11/10/2000	05/10/2010	Common Stock	5,00
Stock Option (Right to Buy)	\$ 10.5							01/25/2001	07/25/2010	Common Stock	20,00
Stock Option (Right to Buy)	\$ 11.61							11/05/2001	05/04/2011	Common Stock	5,00
Stock Option (Right to Buy)	\$ 6.05							11/09/2002	05/08/2012	Common Stock	5,00
Stock Option (Right to Buy)	\$ 12.4							11/08/2004	05/06/2014	Common Stock	5,00
	\$ 13.71							11/05/2005	05/05/2015		5,00

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Stock Option
(Right to Stock
Buy)

Stock

Options (Right to \$ 5.12 \qquad \text{11/03/2003} \quad \text{05/02/2013} \quad \text{Common Stock}

5,00

Buy)

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

WALLACE JOHN C
200 NORTH CANAL STREET X

NATCHEZ, MS 391203212

Signatures

By: Robert A. Mayfield as Attorney-in-fact for 03/22/2006

**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) Represents shares withheld by the issuer to pay the stock option exercise price.

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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