

BERRY PETROLEUM CO  
Form 4/A  
February 03, 2010

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
CRAWFORD GEORGE T

(Last) (First) (Middle)

C/O BERRY PETROLEUM COMPANY, 5201 TRUXTUN AVE.

(Street)

BAKERSFIELD, CA 93309

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
BERRY PETROLEUM CO [BRY]

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/15/2009

4. If Amendment, Date Original Filed(Month/Day/Year)  
12/17/2009

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_\_ Other (specify below)

Snr VP of CA Production

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially 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. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Class A Common Stock            |                                      |  |                                | (A) Price   | 3,563   | I  | Held in 401(k) Plan                                   |
| Class A Common Stock            | 12/15/2009                           |  | M <sup>(9)</sup>               | 1,250 A \$ 28.145   | 4,507   | D  |   |
| Class A Common Stock            | 12/15/2009                           |  | M <sup>(10)</sup>              | 1,500 A \$ 28.145   | 6,007   | D  |   |
| Class A Common Stock            | 12/15/2009                           |  | F <sup>(11)</sup>              | 990 D \$ 28.5968  | 5,017   | D  |   |

## Stock

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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(9-02)

**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 Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Underlying Security (Instr. 3 and 4) |                      |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|----------------------|
|  |  |                                      |  | Code                           | V (A) (D)  | Date Exercisable   | Expiration Date                                   | Title                |
| Nonstatutory Stock Option 12-6-02          | \$ 8.25  |                                      |  |                                |  | 12/06/2003   | 12/06/2012  | Class A Common Stock |
| Nonstatutory Stock Option 12-05-03         | \$ 9.97  |                                      |  |                                |  | 12/05/2004   | 12/05/2013  | Class A Common Stock |
| Nonstatutory Stock Option 11-23-04         | \$ 21.58   |                                      |  |                                |  | 11/23/2005   | 11/23/2014  | Class A Common Stock |
| Nonstatutory Stock Option 12-15-05         | \$ 30.645  |                                      |  |                                |  | 12/15/2006   | 12/15/2015  | Class A Common Stock |
| Nonstatutory Stock Option 12-15-06         | \$ 32.565  |                                      |  |                                |  | 12/15/2007   | 12/14/2016  | Class A Common Stock |
| 2007 Restricted Stock Unit <sup>(1)</sup>  | \$ 0 <sup>(2)</sup>                                    |                                      |  |                                |  | 12/14/2008 <sup>(3)</sup>                                | 12/13/2017 <sup>(4)</sup>                         | Class A Common Stock |
| NSO 2007                                   | \$ 43.61   |                                      |  |                                |  | 12/14/2008   | 12/13/2017  | Class A Common Stock |
| 2008 Restricted Stock Units                | \$ 0 <sup>(6)</sup>                                    |                                      |  |                                |  | 12/12/2009 <sup>(7)</sup>                                | 12/11/2018 <sup>(8)</sup>                         | Class A Common Stock |



## Edgar Filing: BERRY PETROLEUM CO - Form 4/A

- (11) Shares sold to cover taxes on RSU vesting under Rule 16b-3 Plan.
- (12) Revised amount from 1,010 to 990 for shares sold to cover RSU taxes on vesting.
- (13) 1 for 1
- (14) Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock
- (15) The restricted stock units vests in four equal annual installments beginning December 15, 2006. Shares of Class A Common Stock will be delivered to the reporting person at the time of vesting.
- (16) The restricted stock units vests in four equal annual installments beginning December 15, 2006. Shares of Class A Common Stock will be delivered to the reporting person at the time of vesting.
- (17) 1 for 1
- (18) Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock
- (19) The restricted stock units vests in four equal annual installments beginning December 15, 2007. Shares of Class A Common Stock will be delivered to the reporting person at the time of vesting.
- (20) The restricted stock units vests in four equal annual installments beginning December 15, 2007. Shares of Class A Common Stock will be delivered to the reporting person at the time of vesting.

### Remarks:

This amended Form 4 is being filed to correct the number of shares of stock sold to cover the taxes due on the RSU vesting. The amount of shares sold was reported at 1,010 and should have been 990.

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.