

BERRY PETROLEUM CO
Form 4
October 03, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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)

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

C/O BERRY PETROLEUM COMPANY, 5201 TRUXTUN AVE.

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
09/30/2011

____ Director
____ Officer (give title below)
____ 10% Owner
____ Other (specify below)
Snr VP of CA Production

BAKERSFIELD, CA 93309

(City) (State) (Zip)

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

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) or (D) Price | 1,969 | D | |
| Class A Common Stock | 09/30/2011 | | J | 154 ⁽⁵⁾ A \$ 0 | 4,132 | I | Held in 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 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Edgar Filing: BERRY PETROLEUM CO - Form 4

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 Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) | 8. Amount or Number of Shares |
|---|--|--------------------------------------|--|--------------------------------|---|---|---|-------------------------------|
| Nonstatutory Stock Option 12-15-05 | \$ 30.645 | | | | | Date Exercisable: 12/15/2006 Expiration Date: 12/15/2015 | Class A Common Stock | 20 |
| Nonstatutory Stock Option 12-15-06 | \$ 32.565 | | | | | Date Exercisable: 12/15/2007 Expiration Date: 12/14/2016 | Class A Common Stock | 20 |
| 2007 Restricted Stock Unit ⁽¹⁾ | \$ 0 ⁽²⁾ | | | | | Date Exercisable: 12/14/2008 ⁽³⁾ Expiration Date: 12/13/2017 ⁽⁴⁾ | Class A Common Stock | 4, |
| NSO 2007 | \$ 43.61 | | | | | Date Exercisable: 12/14/2008 Expiration Date: 12/13/2017 | Class A Common Stock | 14 |
| 2008 Restricted Stock Units ⁽¹⁾ | \$ 0 ⁽²⁾ | | | | | Date Exercisable: 12/12/2009 ⁽³⁾ Expiration Date: 12/11/2018 ⁽⁴⁾ | Class A Common Stock | 26 |
| 2009 Restricted Stock Units | \$ 0 | | | | | Date Exercisable: 12/11/2010 Expiration Date: 12/11/2019 | Class A Common Stock | 19 |
| Perf Based RSUs 3-16-10 | \$ 0 | | | | | Date Exercisable: 12/31/2012 Expiration Date: 12/31/2012 | Class A Common Stock | 8, |
| March 2011 Employee RSU Grant | \$ 0 | | | | | Date Exercisable: 03/02/2012 Expiration Date: 03/02/2021 | Class A Common Stock | 6, |
| Non-Statutory Stock Option 3-3-2011 - \$48.50 | \$ 48.5 | | | | | Date Exercisable: 03/02/2012 Expiration Date: 03/02/2021 | Class A Common Stock | 7, |
| Perf Based RSU 3-2-2011 | \$ 0 | | | | | Date Exercisable: 12/31/2013 Expiration Date: 03/02/2021 | Class A Common | 5, |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| CRAWFORD GEORGE T C/O BERRY PETROLEUM COMPANY 5201 TRUXTUN AVE. BAKERSFIELD, CA 93309 | | | Snr VP of CA Production | |

Signatures

Kenneth A Olson under POA for George
Crawford 10/03/2011

__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) 1 for 1
- (2) Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock
- (3) The RSU granted vest 25% per year beginning one year after grant but the receipt of shares are subject to a deferral period which is generally at least four years from grant date as per the deferral election.
- (4) The RSU is subject to a deferral election. Shares of Class A Common Stock will be delivered to the reporting person as per the terms of the deferral election.
- (5) Shares of Common Stock acquired by the reporting person in the Company's 401(k) Plan. All transactions were at market and were non-discretionary.

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.