

HEINEMANN ROBERT  
Form 4  
January 09, 2013

**FORM 4**

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

OMB APPROVAL

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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 \*  
**HEINEMANN ROBERT**

(Last) (First) (Middle)

**C/O BERRY PETROLEUM COMPANY, 1999 BROADWAY, SUITE 3700**

(Street)

**DENVER, CO 80202**

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
**01/08/2013**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
\_\_\_ Officer (give title below) \_\_\_ Other (specify below)  
**President and CEO**

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ 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)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock					14,425	I	Held in 401(k) Plan
Class A Common Stock	01/08/2013		M		<u>34,666</u> <sup>(5)</sup>	A	\$ 35.535 271,791
Class A Common Stock	01/09/2013		M		<u>5,962</u> <sup>(5)</sup>	A	\$ 35.645 277,753
Class A Common Stock	01/09/2013		S		3,236	D	\$ 274,517

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Common Stock						35.0047	
Class A Common Stock	01/09/2013	S	526	D	\$ 35.04	273,991	D
Class A Common Stock	01/09/2013	S	626	D	\$ 35.05	273,365	D
Class A Common Stock	01/09/2013	S	800	D	\$ 35.0538	272,565	D
Class A Common Stock	01/09/2013	S	1,982	D	\$ 35.06	270,583	D
Class A Common Stock	01/09/2013	S	2,526	D	\$ 35.07	268,057	D
Class A Common Stock	01/09/2013	S	126	D	\$ 35.1	267,931	D
Class A Common Stock	01/09/2013	S	100	D	\$ 35.16	267,831	D
Class A Common Stock	01/09/2013	S	181	D	\$ 35.21	267,650	D
Class A Common Stock	01/09/2013	S	319	D	\$ 35.2163	267,331	D

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

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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 Acquired (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)
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			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
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
Phantom Stock Units <sup>(1)</sup>	\$ 0						08/08/1988	08/08/1988	Class A Common Stock
Nonstatutory Stock Option 12-15-06	\$ 32.565						12/15/2007	12/14/2016	Class A Common Stock
NSO 2007	\$ 43.61						12/14/2008	12/13/2017	Class A Common Stock
2009 Restricted Stock Units	\$ 0						12/11/2010	12/11/2019	Class A Common Stock
Perf Based RSUs 3-16-10 <sup>(1)</sup>	\$ 0 <sup>(3)</sup>						12/31/2012 <sup>(3)</sup>	12/31/2012	Class A Common Stock
March 2011 Employee RSU Grant	\$ 0						03/02/2012	03/02/2021	Class A Common Stock
Non-Statutory Stock Option 3-2-2011 - \$48.50	\$ 48.5						03/02/2012	03/02/2021	Class A Common Stock
Perf Based RSU 3-2-2011	\$ 0						12/31/2013	03/02/2021	Class A Common Stock
Perf Based RSUs 3-2-12	\$ 0						12/31/2014	03/02/2022	Class A Common Stock
March 2, 2012 Employee RSU Grant	\$ 0						03/02/2013	03/02/2022	Class A Common Stock
Non Statutory Stock Option 3-2-12	\$ 53.02						03/02/2013	03/02/2022	Class A Common Stock
	\$ 0				01/08/2013		M	12/12/2009	12/11/2018

2008					34,666				Class A
Restricted					<u>(6)</u>				Common
Stock Units									Stock
2007					5,962				Class A
Restricted	\$ 0	01/09/2013		M	<u>(6)</u>	12/14/2008	12/13/2017		Common
Stock Unit									Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HEINEMANN ROBERT C/O BERRY PETROLEUM COMPANY 1999 BROADWAY, SUITE 3700 DENVER, CO 80202			President and CEO	

## Signatures

Kenneth A Olson under POA for Robert  
Heinemann

01/09/2013

\_\_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) Phantom Stock Units acquired under the Company's Non-Employee Director Deferred Compensation Plan in a transaction exempt under Rule 16b-3(c). Shares of Common Stock are issued under terms of the Plan upon resignation from the board of directors.
- (3) Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock if certain pre-established performance factors, as set forth in the Company's Form 8-K dated March 18, 2010, are met.
- (4) Per the Agreement this is the maximum number of performance based RSUs that may be received if all performance factors are achieved as outlined in the Form 8-K dated March 18, 2010.
- (5) Issuance of shares from previous RSU grant based on meeting terms and timing of deferral election.
- (6) Issuance of 20% of RSU shares pursuant to a Rule 16b-3 Plan per deferral election in place at date of grant.

### Remarks:

Shares sold were to cover taxes due on RSU Share issuance

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.