

BERRY PETROLEUM CO
Form 4
January 10, 2012

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.

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

3. Date of Earliest Transaction (Month/Day/Year)
01/09/2012

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

(Street)

BAKERSFIELD, CA 93309

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

(City) (State) (Zip)

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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Class A Common Stock					4,195	I	Held in 401(k) Plan
Class A Common Stock	01/09/2012		M		951 ⁽⁵⁾	A	\$ 44.395 2,920
Class A Common Stock	01/10/2012		S		331 ⁽⁷⁾	D	\$ 44.841 2,589
Class A Common Stock	01/10/2012		S		4 ⁽⁷⁾	D	\$ 44.8434 2,585

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Stock

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

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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)
Nonstatutory Stock Option 12-15-05	\$ 30.645					12/15/2006 12/15/2015	Class A Common Stock 2
Nonstatutory Stock Option 12-15-06	\$ 32.565					12/15/2007 12/14/2016	Class A Common Stock 2
NSO 2007	\$ 43.61					12/14/2008 12/13/2017	Class A Common Stock 1
2008 Restricted Stock Units ⁽¹⁾	\$ 0 ⁽²⁾					12/12/2009 ⁽³⁾ 12/11/2018 ⁽⁴⁾	Class A Common Stock 2
2009 Restricted Stock Units	\$ 0					12/11/2010 12/11/2019	Class A Common Stock 1
Perf Based RSUs 3-16-10	\$ 0					12/31/2012 12/31/2012	Class A Common Stock 8
March 2011 Employee RSU Grant	\$ 0					03/02/2012 03/02/2021	Class A Common Stock 6
Non-Statutory Stock Option	\$ 48.5					03/02/2012 03/02/2021	Class A Common 7

3-3-2011 - \$48.50								Stock
Perf Based RSU 3-2-2011	\$ 0				12/31/2013	03/02/2021		Class A Common Stock
2007 Restricted Stock Unit	\$ 0	01/09/2012		M	951 <u>(6)</u>	12/14/2008	12/13/2017	Class A Common Stock

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

01/10/2012

**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) Issuance of shares from previous RSU grant based on meeting terms and timing of deferral election.
- (6) Issuance of 20% of RSU shares per deferral election in place at date of grant.
- (7) Shares sold to cover tax liability of issuance of deferred RSU shares.

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.