

Kelso Bruce S  
Form 4  
April 02, 2009

**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 \*  
Kelso Bruce S

(Last) (First) (Middle)

C/O BERRY PETROLEUM  
COMPANY 5201 TRUXTUN

(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)  
03/31/2009

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)  
VP of Rocky Mtn. and Mid Conti

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V Amount (D) Price  |   |  |                                   |
| Class A Common Stock            |                                      |  |                                |   | 4,305   | D  |                                   |
| Class A Common Stock            | 03/31/2009                           |  | J <sup>(18)</sup>              | V <u>261</u> <sup>(19)</sup> A \$ 0                               | 1,740   | I  | Held in 401(k) Plan               |

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

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SEC 1474 (9-02)

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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) |                      |                     |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------|---------------------|
|   |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                | Amount or Number of |
| Nonstatutory Stock Option 11-23-04          | \$ 21.58   |                                      |  |                                |   | 11/23/2005   | 11/23/2014  | Class A Common Stock | 15                  |
| Nonstatutory Stock Option 12-15-05          | \$ 30.645  |                                      |  |                                |   | 12/15/2006   | 12/15/2015  | Class A Common Stock | 20                  |
| Nonstatutory Stock Option 3-22-06           | \$ 34.06   |                                      |  |                                |   | 03/22/2009 <sup>(1)</sup>                                | 03/22/2016  | Class A Common Stock | 40                  |
| 2005 Restricted Stock Units <sup>(2)</sup>  | \$ 0 <sup>(3)</sup>                                    |                                      |  |                                |   | 12/15/2006 <sup>(4)</sup>                                | 12/14/2015 <sup>(5)</sup>                                   | Class A Common Stock | 1                   |
| Nonstatutory Stock Option 12-15-06          | \$ 32.565  |                                      |  |                                |   | 12/15/2007   | 12/14/2016  | Class A Common Stock | 16                  |
| 2006 Restricted Stock Units <sup>(6)</sup>  | \$ 0 <sup>(7)</sup>                                    |                                      |  |                                |   | 12/15/2007 <sup>(8)</sup>                                | 12/14/2016 <sup>(9)</sup>                                   | Class A Common Stock | 2                   |
| 2007 Restricted Stock Unit <sup>(10)</sup>  | \$ 0 <sup>(11)</sup>                                   |                                      |  |                                |   | 12/14/2008 <sup>(12)</sup>                               | 12/13/2017 <sup>(13)</sup>                                  | Class A Common Stock | 2                   |
| NSO 2007                                    | \$ 43.61   |                                      |  |                                |   | 12/14/2008   | 12/13/2017  | Class A Common Stock | 8                   |
| 2008 Restricted Stock Units <sup>(14)</sup> | \$ 0 <sup>(15)</sup>                                   |                                      |  |                                |   | 12/12/2009 <sup>(16)</sup>                               | 12/11/2018 <sup>(17)</sup>                                  | Class A Common Stock | 10                  |



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- (19) 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.

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