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

BERRY PE Form 4	ETROLEUM CO										
December	17, 2009										
FOR			CECU	DIFIER			ANCE O			APPROVAL	
	UNITED	STATES						OMMISSION	OMB Number:	3235-0287	
Check if no lo subject Section Form 4 Form 5 obligat may co <i>See</i> Ins 1(b).	rsuant to S (a) of the P	Washington, D.C. 20549 F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Section 16(a) of the Securities Exchange Act of 1934, Public Utility Holding Company Act of 1935 or Section of the Investment Company Act of 1940							January 31,Expires:2005Estimated averageburden hours perresponse0.5		
(Print or Type	e Responses)										
			2. Issuer Name <b>and</b> Ticker or Trading Symbol BERRY PETROLEUM CO [BRY]				8	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	3. Date of	of Earliest '	Transactio	n		(Chec	k all applicab	le)	
	RY PETROLEUM IY, 1999 BROAD 00	1	(Month/ 12/15/2	Day/Year) 2009				Director Officer (give below) Corp		% Owner her (specify ry	
DENVER	(Street)			nendment, I onth/Day/Ye	-	nal		6. Individual or Jo Applicable Line) _X_ Form filed by O Form filed by M	One Reporting I	Person	
(City)	(State)	(Zip)	Tal	hle I - Non	.Derivativ	e Seci		Person	° or Benefici	ally Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution E any (Month/Day	l Date, if	<ul> <li>ble I - Non-Derivative Securities Acquired (A)</li> <li>3. 4. Securities Acquired (A)</li> <li>Transactionor Disposed of (D)</li> <li>Code (Instr. 3, 4 and 5)</li> <li>(Instr. 8)</li> <li>(A)</li> <li>or</li> <li>Code V Amount (D) Price</li> </ul>				5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	A.7. Nature ofOwnershipIndirectForm:BeneficialDirect (D)Ownershipor Indirect(Instr. 4)I)I)	
Class A Common Stock				Coue v	7 mount		Thee	3,125	I	Held in the Company's 401(k) Plan	
Class A Common Stock	12/15/2009			M <u>(9)</u>	350	А	\$ 28.145	3,228	D		
Class A Common Stock	12/15/2009			М	350	А	\$ 28.145	3,578	D		
Class A	12/15/2009			F(18)	216	D	\$	3,362	D		

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Common Stock 28.5968

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. Transacti Code (Instr. 8)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and An Underlying Sec (Instr. 3 and 4)
				Code V	(A) (D)	Date Exercisable	Expiration Date	o Title N o S
Nonstatutory Stock Option 11-23-04	\$ 21.58					11/23/2005	11/23/2014	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 <u>(1)</u>	\$ 0 <u>(2)</u>					12/14/2008 <u>(3)</u>	12/13/2017(4)	Class A Common Stock
NSO 2007	\$ 43.61					12/14/2008	12/13/2017	Class A Common Stock
2008 Restricted Stock Units	\$ 0 <u>(6)</u>					12/12/2009 <u>(7)</u>	12/11/2018 <u>(8)</u>	Class A Common Stock
2009 Restricted Stock Units	\$ 0					12/11/2010	12/11/2019	Class A Common Stock
2005 Restricted Stock Units	\$ 0 <u>(11)</u>	12/15/2009		Μ	350	12/15/2006 <u>(12)</u>	12/14/2015 <u>(13)</u>	Class A Common Stock

 $\begin{array}{c} \underline{(10)} \\ 2006 \\ Restricted \\ Stock Units \\ \underline{(14)} \end{array} & 0 \ \underline{(15)} \\ 12/15/2009 \\ M \\ 350 \\ 12/15/2007 \\ \underline{(16)} \\ 12/14/2016 \\ \underline{(17)} \\ Stock \\ Stock \\ \end{array} \\ \begin{array}{c} Class A \\ Common \\ Stock \\ Stock \\ \end{array} \\ \end{array}$ 

# **Reporting Owners**

Reporting Owner Name / Address		Relationships						
Reporting O when I turne	Reporting Owner Plane / Planess		10% Owner	Officer	Other			
OLSON KENNETH A C/O BERRY PETROLEUM 1999 BROADWAY, SUITE DENVER, CO 80202			Corporate Secretary					
Signatures								
Kenneth A Olson	12/17/2009							

<u>\*\*</u>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) 1 for 1
- (6) Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock
- (7) 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.
- (8) 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.
- (9) Vested shares issued pursuant to Rule 16b-3 plan.
- (10) 1 for 1
- (11) Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock
- (12) 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.
- (13) 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.
- (14) 1 for 1
- (15) Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock

#### **Reporting Owners**

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- (16) 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.
- (17) 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.
- (18) Shares sold to cover taxes on RSU vesting under Rule 16b-3 Plan.

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.