Wolf David D Form 4 January 04, 2010

### FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

obligations

may continue.

See Instruction

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** Form 5

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

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

Wolf David D Issuer Symbol BERRY PETROLEUM CO [BRY] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner Officer (give title Other (specify C/O BERRY PETROLEUM 12/31/2009 below) COMPANY, 1999 BROADWAY, Exec VP and CFO **SUITE 3700** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting **DENVER, CO 80202** (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Ownership Indirect (Instr. 3) Code Disposed of (D) Beneficially Form: Direct Beneficial (Instr. 8) (Instr. 3, 4 and 5) Owned (Month/Day/Year) (D) or Ownership Indirect (I) (Instr. 4) Following Reported (Instr. 4) (A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price Class A Common 57,250 D Stock Class A Held in the Common 275 <sup>(7)</sup> D 12/31/2009 J \$0 Ι Company's 3,077 Stock 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 SEC 1474

(9-02)

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

**OMB** 

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

Estimated average

burden hours per

#### Edgar Filing: Wolf David D - Form 4

#### number.

## Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transactic<br>Code<br>(Instr. 8) | 5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Date<br>(Month/Day/Year |                       |                            | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |  |
|---|---|--------------------------------------|---|--|---|-------------------------|-----------------------|----------------------------|---|--|
|   |   |                                      |   | Code V                                 | (A) (D)   | Date Exercisable        | Expiration Date       | Title                      | Amount<br>or<br>Number<br>of Shares                           |  |
| RSU<br>8-4-08 (1)                                   | \$ 0  |                                      |   |  |   | 08/04/2011(2)           | 08/03/2018(3)         | Class A<br>Common<br>Stock | 30,355  |  |
| NSO   | \$ 41.18  |                                      |   |  |   | 08/04/2011              | 08/03/2018            | Class A<br>Common<br>Stock | 89,084  |  |
| 2008<br>Restricted<br>Stock<br>Units (4)            | \$ 0  |                                      |   |  |   | 12/12/2009 <u>(5)</u>   | 12/11/2018 <u>(6)</u> | Class A<br>Common<br>Stock | 66,667  |  |
| 2009<br>Restricted<br>Stock<br>Units                | \$ 0  |                                      |   |  |   | 12/11/2010              | 12/11/2019            | Class A<br>Common<br>Stock | 41,053  |  |

## **Reporting Owners**

| Reporting Owner Name / Address   | Relationships |           |                 |       |  |  |
|--|---------------|-----------|-----------------|-------|--|--|
|  | Director      | 10% Owner | Officer         | Other |  |  |
| Wolf David D<br>C/O BERRY PETROLEUM COMPANY<br>1999 BROADWAY, SUITE 3700<br>DENVER, CO 80202 |               |           | Exec VP and CFO |       |  |  |
| 0!   |               |           |                 |       |  |  |

## **Signatures**

Kenneth A. Olson under POA for David D. Wolf 01/04/2010

\*\*Signature of Reporting Person Date

Reporting Owners 2

Edgar Filing: Wolf David D - Form 4

### **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) 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.
- (3) 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.
- **(4)** 1 for 1
- (5) 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.
- (6) 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.
- (7) Decrease in shares from prior report is due to a funding correction request by the Company.

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.