

BERRY PETROLEUM CO  
Form 4  
March 06, 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 \*  
**CRAWFORD GEORGE T**

(Last) (First) (Middle)

**C/O BERRY PETROLEUM COMPANY, 5201 TRUXTUN AVE.**

(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)  
**03/04/2013**

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)  
**Snr VP of CA Production**

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V Amount (A) or (D) Price   |   |  |  |
| Class A Common Stock            |                                      |  |                                |   | 4,393   | I  | Held in 401(k) Plan                        |
| Class A Common Stock            | 03/04/2013                           |  | M                              | 1,473 (5) A \$ 45.8   | 8,096   | D  |  |
| Class A Common Stock            | 03/04/2013                           |  | M                              | 5,382 (6) A \$ 46.05  | 13,478  | D  |  |
| Class A Common                  | 03/04/2013                           |  | S                              | 159 D \$ 45.694   | 13,319  | D  |  |

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| Stock                      |            |   |     |   |              |        |   |
|----------------------------|------------|---|-----|---|--------------|--------|---|
| Class A<br>Common<br>Stock | 03/04/2013 | S | 100 | D | \$<br>45.704 | 13,219 | D |
| Class A<br>Common<br>Stock | 03/04/2013 | S | 300 | D | \$<br>45.705 | 12,919 | D |
| Class A<br>Common<br>Stock | 03/05/2013 | S | 918 | D | \$<br>46.313 | 12,001 | D |
| Class A<br>Common<br>Stock | 03/05/2013 | S | 400 | D | \$<br>46.321 | 11,601 | D |
| Class A<br>Common<br>Stock | 03/05/2013 | S | 700 | D | \$<br>46.322 | 10,901 | 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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration<br>Date<br>(Month/Day/Year) | 7. Title<br>Underly<br>(Instr. 3) |                       |
|---|---|---|---|---|--|--|-----------------------------------|-----------------------|
|   |   |   |   | Code                                    | V (A) (D)  | Date Exercisable   | Expiration Date                   | Title                 |
| Nonstatutory<br>Stock Option<br>12-15-05            | \$ 30.645   |   |   |   |  | 12/15/2006   | 12/15/2015                        | Class<br>Comm<br>Stoc |
| Nonstatutory<br>Stock Option<br>12-15-06            | \$ 32.565   |   |   |   |  | 12/15/2007   | 12/14/2016                        | Class<br>Comm<br>Stoc |
| 2007<br>Restricted<br>Stock Unit <sup>(1)</sup>     | \$ 0 <sup>(2)</sup>   |   |   |   |  | 12/14/2008 <sup>(3)</sup>                                      | 12/13/2017 <sup>(4)</sup>         | Class<br>Comm<br>Stoc |
| NSO 2007  | \$ 43.61  |   |   |   |  | 12/14/2008   | 12/13/2017                        | Class<br>Comm         |

| 2008  |                     |            |  |   |                       |                           |                           |  |  | Class                 |
|---|---------------------|------------|--|---|-----------------------|---------------------------|---------------------------|--|--|-----------------------|
| Restricted Stock Units <sup>(1)</sup>           | \$ 0 <sup>(2)</sup> |            |  |   |                       | 12/12/2009 <sup>(3)</sup> | 12/11/2018 <sup>(4)</sup> |  |  | Comm<br>Stoc          |
| 2009  |                     |            |  |   |                       |                           |                           |  |  | Class                 |
| Restricted Stock Units                          | \$ 0                |            |  |   |                       | 12/11/2010                | 12/11/2019                |  |  | Comm<br>Stoc          |
| March 2011 Employee RSU Grant                   | \$ 0                |            |  |   |                       | 03/02/2012                | 03/02/2021                |  |  | Class<br>Comm<br>Stoc |
| Non-Statutory Stock Option 3-2-2011 - \$48.50   | \$ 48.5             |            |  |   |                       | 03/02/2012                | 03/02/2021                |  |  | Class<br>Comm<br>Stoc |
| Perf Based RSU 3-2-2011                         | \$ 0                |            |  |   |                       | 12/31/2013                | 03/02/2021                |  |  | Class<br>Comm<br>Stoc |
| Non Statutory Stock Option 3-2-12               | \$ 53.02            |            |  |   |                       | 03/02/2013                | 03/02/2022                |  |  | Class<br>Comm<br>Stoc |
| Perf Based RSUs 3-2-12                          | \$ 0                |            |  |   |                       | 12/31/2014                | 03/02/2022                |  |  | Class<br>Comm<br>Stoc |
| March 4, 2013 Employee RSU Grant <sup>(1)</sup> | \$ 0 <sup>(2)</sup> | 03/04/2013 |  | M | 14,116 <sup>(7)</sup> | 03/04/2014                | 03/04/2023                |  |  | Class<br>Comm<br>Stoc |
| March 2, 2012 Employee RSU Grant                | \$ 0                | 03/04/2013 |  | M | 1,473 <sup>(5)</sup>  | 03/02/2013                | 03/02/2022                |  |  | Class<br>Comm<br>Stoc |
| Perf Based RSUs 3-16-10                         | \$ 0                | 03/04/2013 |  | M | 5,382 <sup>(6)</sup>  | 12/31/2012                | 12/31/2012                |  |  | Class<br>Comm<br>Stoc |
| Perf Based RSUs 3-16-10                         | \$ 0                | 03/04/2013 |  | M | 2,879 <sup>(8)</sup>  | 12/31/2012                | 12/31/2012                |  |  | Class<br>Comm<br>Stoc |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                            |       |
|---|---------------|-----------|----------------------------|-------|
|   | Director      | 10% Owner | Officer                    | Other |
| CRAWFORD GEORGE T<br>C/O BERRY PETROLEUM COMPANY<br>5201 TRUXTUN AVE. |               |           | Snr VP of<br>CA Production |       |

BAKERSFIELD, CA 93309

## Signatures

Kenneth A Olson under POA for George  
Crawford

03/06/2013

\_\_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) 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) Vested shares issued pursuant to Rule 16b-3 plan.
- (6) Performance Shares issued pursuant to terms of Award Agreement under Rule 16b-3 Plan.
- (7) Grant of Restricted Stock Unit (RSU) under the Company's 2010 Equity Incentive Plan in a transaction exempt under Rule 16b-3(c). RSUs vest 25% per year from date of grant.
- (8) Performance Shares cancelled in excess of shares issued under terms of Performance Share 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.