

BERRY PETROLEUM CO

Form 4

March 06, 2012

**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  
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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(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)  
03/02/2012

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 \_\_\_\_ Other (specify  
below) below)

Snr VP of CA Production

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Class A<br>Common<br>Stock            |                                         |                                                             |                                      | (A)<br>or<br>(D)                                                           |                                                                                                                    |                                                                      |                                                                   |
|                                       |                                         |                                                             | Code V Amount (D) Price              |                                                                            |                                                                                                                    |                                                                      |                                                                   |
|                                       |                                         |                                                             |                                      |                                                                            | 2,585                                                                                                              | D                                                                    |                                                                   |
| Class A<br>Common<br>Stock            |                                         |                                                             |                                      |                                                                            | 4,228                                                                                                              | I                                                                    | Held in<br>401(k)<br>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<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<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and Expiration<br>Date<br>(Month/Day/Year) | 7. Title and A<br>Underlying S<br>(Instr. 3 and 4) |
|--------------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|----------------------------------------------------|
|                                                        |                                                                       |                                         |                                                             |                                         |                                                                                                                 | Date Exercisable    Expiration Date                            | Title                                              |
|                                                        |                                                                       |                                         |                                                             | Code    V    (A)    (D)                 |                                                                                                                 |                                                                |                                                    |
| Nonstatutory<br>Stock Option<br>12-15-05               | \$ 30.645                                                             |                                         |                                                             |                                         |                                                                                                                 | 12/15/2006    12/15/2015                                       | Class A<br>Common<br>Stock                         |
| Nonstatutory<br>Stock Option<br>12-15-06               | \$ 32.565                                                             |                                         |                                                             |                                         |                                                                                                                 | 12/15/2007    12/14/2016                                       | Class A<br>Common<br>Stock                         |
| 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 A<br>Common<br>Stock                         |
| NSO 2007                                               | \$ 43.61                                                              |                                         |                                                             |                                         |                                                                                                                 | 12/14/2008    12/13/2017                                       | Class A<br>Common<br>Stock                         |
| 2008<br>Restricted<br>Stock Units <sup>(1)</sup>       | \$ 0 <sup>(2)</sup>                                                   |                                         |                                                             |                                         |                                                                                                                 | 12/12/2009 <sup>(3)</sup> 12/11/2018 <sup>(4)</sup>            | Class A<br>Common<br>Stock                         |
| 2009<br>Restricted<br>Stock Units                      | \$ 0                                                                  |                                         |                                                             |                                         |                                                                                                                 | 12/11/2010    12/11/2019                                       | Class A<br>Common<br>Stock                         |
| Perf Based<br>RSUs 3-16-10                             | \$ 0                                                                  |                                         |                                                             |                                         |                                                                                                                 | 12/31/2012    12/31/2012                                       | Class A<br>Common<br>Stock                         |
| March 2011<br>Employee<br>RSU Grant                    | \$ 0                                                                  |                                         |                                                             |                                         |                                                                                                                 | 03/02/2012    03/02/2021                                       | Class A<br>Common<br>Stock                         |
| Non-Statutory<br>Stock Option<br>3-2-2011 -<br>\$48.50 | \$ 48.5                                                               |                                         |                                                             |                                         |                                                                                                                 | 03/02/2012    03/02/2021                                       | Class A<br>Common<br>Stock                         |
| Perf Based<br>RSU 3-2-2011                             | \$ 0                                                                  |                                         |                                                             |                                         |                                                                                                                 | 12/31/2013    03/02/2021                                       | Class A<br>Common<br>Stock                         |

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|                          |                     |            |   |                      |            |            |         |              |
|--------------------------|---------------------|------------|---|----------------------|------------|------------|---------|--------------|
| March 2, 2012            |                     |            |   |                      |            |            |         |              |
| Employee                 | \$ 0 <sup>(2)</sup> | 03/02/2012 | A | 5,895 <sup>(5)</sup> | 03/02/2013 | 03/02/2022 | Class A | Common Stock |
| RSU Grant <sup>(1)</sup> |                     |            |   |                      |            |            |         |              |
| Non Statutory            |                     |            |   |                      |            |            | Class A | Common Stock |
| Stock Option             | \$ 53.02            | 03/02/2012 | A | 6,957 <sup>(6)</sup> | 03/02/2013 | 03/02/2022 | Common  | Stock        |
| 3-2-12 <sup>(1)</sup>    |                     |            |   |                      |            |            |         |              |
| Perf Based               |                     |            |   |                      |            |            | Class A | Common Stock |
| RSUs 3-2-12              | \$ 0 <sup>(7)</sup> | 03/02/2012 | A | 5,157 <sup>(8)</sup> | 12/31/2014 | 03/02/2022 | Common  | Stock        |
| <sup>(1)</sup>           |                     |            |   |                      |            |            |         |              |

## 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.<br>BAKERSFIELD, CA 93309 |               |           | Snr VP of<br>CA Production |       |

## Signatures

Kenneth A Olson under POA for George  
Crawford 03/06/2012

    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) 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.
- (6) Grant of Nonstatutory Stock Option (NSO) under the Company's 2010 Equity Incentive Plan in a transaction exempt under Rule 16b-3(c). Shares vest 25% per year from date of grant.
- (7) Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock if certain pre-established performance factors are met.
- (8) Per the Agreement this is the maximum number of performance based RSUs that may be received if all performance factors are achieved.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.  
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