#### BERRY PETROLEUM CO

Form 4

December 15, 2008

### FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

#### **OMB APPROVAL**

Washington, D.C. 20549

OMB 3235-0287 Number: January 31, Expires:

2005

if no longer subject to Section 16. Form 4 or

Check this box

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

Estimated average burden hours per response... 0.5

Form 5 obligations may continue.

See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Ayers William B			2. Issuer Name <b>and</b> Ticker or Trading Symbol BERRY PETROLEUM CO [BRY]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check an approacte)		
1999 BROADWAY, SUITE 300		TE 300	(Month/Day/Year) 12/12/2008	Director 10% Owner Officer (give title below)		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
DENVER, CO 80202			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acq	uired, Disposed of, or Beneficially Owned		

Table I - Non-Derivative	Securities Acquire	d. Disposed of, o	r Reneficially Owned
	Seculines Acquire	u, Disposcu oi, o	i Denenciani o mneu

1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securit	ties	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	onAcquired	(A) or	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	Disposed	of (D)	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3,	4 and 5)	Owned	Indirect (I)	Ownership
						Following	(Instr. 4)	(Instr. 4)
					(4)	Reported		
					(A) or	Transaction(s)		
			Code V	Amount	(D) Price	(Instr. 3 and 4)		
Class A					(-)			
Common						861	D	
Stock								

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

# Edgar Filing: BERRY PETROLEUM CO - Form 4

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. Transactic Code (Instr. 8)	5. Number of or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisabl Date (Month/Day/Year)	•	7. Title an Underlyin (Instr. 3 a
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title
Non-Statutory Stock Option 5-18-06	\$ 31.615					05/18/2007	05/17/2016	Class A Commo Stock
Nonstatutory Stock Option 12-15-06	\$ 32.565					12/15/2007	12/14/2016	Class A Commo Stock
2006 Restricted Stock Units (1)	\$ 0 (2)					12/15/2007(3)	12/14/2016(4)	Class A Commo Stock
2007 Restricted Stock Unit (5)	\$ 0 (6)					12/14/2008(7)	12/13/2017(8)	Class A Commo Stock
NSO 2007	\$ 43.61					12/14/2008	12/13/2017	Class A Commo Stock
2008 Restricted Stock Units (9)	\$ 0 (10)	12/12/2008		A	12,333	12/12/2009(12)	12/11/2018(13)	Class A Commo Stock

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
Transfer of the same of the sa	Director	10% Owner	Officer	Othe		
Ayers William B 1999 BROADWAY, SUITE 300 DENVER, CO 80202			VP			
Signatures						
Kenneth A. Olson under POA for Ayers	W. B.	12/15/2008				
**Signature of Reporting Person			Date			

Reporting Owners 2

### Edgar Filing: BERRY PETROLEUM CO - 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) Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock
- (3) 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.
- (4) 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.
- **(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) 1 for 1
- (10) Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock
- (11) Grant of Nonstatutory Stock Option (NSO) under the Company's 2005 Equity Incentive Plan in a transaction exempt under Rule 16b-3(c). Shares vest 25% per year from date of grant.
- (12) 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.
- (13) 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.

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.