BERRY PETROLEUM CO

Form 4

January 06, 2009

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 3235-0287

OMB APPROVAL

Number:

Expires:

5 D L (* 1 * CD - (* D - () (

January 31, 2005

0.5

Estimated average

burden hours per response...

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue. See Instruction 1(b).

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

Class A

Stock

Common

12/30/2008

(Print or Type Responses)

1 Name and Address of Departing De

1. Name and Address of Reporting Person <u>*</u> GOEHRING RALPH J		Symbol	2. Issuer Name and Ticker or Trading Symbol BERRY PETROLEUM CO [BRY]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(First) (N	Middle) 3. Date	of Earliest Ti	ansaction		(Circ	zek ali applicable	c)
		(Month/	Day/Year)			Director	10%	6 Owner
C/O BERRY		12/30/2008			Officer (gives	ve title Oth below)	er (specify	
COMPANY	5201 TRUXTUI	N				· · · · · · · · · · · · · · · · · · ·	Executive VP	
	(Street)	4. If An	endment, Da	te Original		6. Individual or	Joint/Group Filin	ng(Check
		Filed(M	onth/Day/Year)		Applicable Line) X Form filed by	y One Reporting Pe	erson
BAKERSFII	ELD, CA 93309						More than One Re	
(City)	(State)	(Zip) Tal	ole I - Non-E	Perivative S	Securities Ac	quired, Disposed	of, or Beneficial	lly Owned
1.Title of	2. Transaction Date		3.	4. Securit		5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	•		onAcquired		Securities	Form: Direct	Indirect
(Instr. 3)		any (Month/Day/Year	Code (Instr. 8)	Disposed (Instr. 3,	` ′	Beneficially Owned	(D) or Indirect (I)	Beneficial Ownership
		(Wionan Day) Tear) (111301.0)	(111501. 5,	+ and 3)	Following	(Instr. 4)	(Instr. 4)
					(A)	Reported		
					or	Transaction(s) (Instr. 3 and 4)		
			Code V	Amount	(D) Price	(msu. 5 and 4)		
Class A Common Stock						70,498	D	

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

J

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.

Ι

739 (1) A \$ 0 5,641

Held in

401(k)

Plan

Edgar Filing: BERRY PETROLEUM CO - Form 4

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. Transactic Code (Instr. 8)	5. Number of or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and A Underlying So (Instr. 3 and 4
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title
Nonstatutory Stock Option 11-23-04	\$ 21.58					11/23/2005	08/30/2009	Class A Common Stock
2005 Restricted Stock Units	\$ 0	12/30/2008		Н	2,500	12/15/2006 <u>(2)</u>	12/30/2008(3)	Class A Common Stock
2006 Restricted Stock Units	\$ 0 <u>(5)</u>	12/30/2008		E(6)	5,000 <u>(7)</u>	12/15/2007	12/30/2008(9)	Class A Common Stock
Nonstatutory Stock Option 12-15-05	\$ 30.645	12/30/2008(10)		E	10,000	12/15/2006	08/30/2009	Class A Common Stock
Nonstatutory Stock Option 12-15-06	\$ 32.565	12/30/2008(13)		E	20,000 (14)	12/15/2007	08/30/2009	Class A Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships				
. 9	Director	10% Owner	Officer	Other	
GOEHRING RALPH J C/O BERRY PETROLEUM COMPANY 5201 TRUXTUN RAKERSEIELD, CA 93309			Executive VP		

Signatures

Kenneth A Olson under POA for Ralph	01/06/2009
Goehring	01/00/2009

**Signature of Reporting Person

Reporting Owners 2

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) Shares of Common Stock acquired by the reporting person in the Company's 401(k) Plan. All transactions were at market and were non-discretionary.
- 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.
- (3) Expiration of unvested options and restricted stock units upon termination of employment.
- (**4**) 1 for 1
- (5) Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock
- (6) Expiration of unvested options and restricted stock units upon termination of employment.
- (7) Expiration of unvested options and restricted stock units upon termination of employment.
- (8) Expiration of unvested options and restricted stock units upon termination of employment.
- (9) Expiration of unvested options and restricted stock units upon termination of employment.
- (10) Expiration of unvested options and restricted stock units upon termination of employment.
- (11) Expiration of unvested options and restricted stock units upon termination of employment.
- (12) Expiration of unvested options and restricted stock units upon termination of employment.
- (13) Expiration of unvested options and restricted stock units upon termination of employment.
- (14) Expiration of unvested options and restricted stock units upon termination of employment.
- (15) Expiration of unvested options and restricted stock units upon termination of employment.

Remarks:

Mr. Goehring's resignation as the Company's Executive Vice President and as an employee ended on 12-30-2008 as previously 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.