

BERRY PETROLEUM CO

Form 4

January 10, 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

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(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)
01/09/2012

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 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 Beneficial Ownership (Instr. 4)
Class A Common Stock					4,195	I	Held in 401(k) Plan
Class A Common Stock	01/09/2012		M	951 ⁽⁵⁾ A	\$ 44.395 2,920	D	
Class A Common Stock	01/10/2012		S	331 ⁽⁷⁾ D	\$ 44.841 2,589	D	
Class A Common	01/10/2012		S	4 ⁽⁷⁾ D	\$ 44.8434 2,585	D	

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Stock

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

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SEC 1474
(9-02)

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. Transaction Code (Instr. 8)	5. Number of 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 Amount Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of
Nonstatutory Stock Option 12-15-05	\$ 30.645							12/15/2006	12/15/2015	Class A Common Stock	2
Nonstatutory Stock Option 12-15-06	\$ 32.565							12/15/2007	12/14/2016	Class A Common Stock	2
NSO 2007	\$ 43.61							12/14/2008	12/13/2017	Class A Common Stock	1
2008 Restricted Stock Units ⁽¹⁾	\$ 0 ⁽²⁾							12/12/2009 ⁽³⁾	12/11/2018 ⁽⁴⁾	Class A Common Stock	2
2009 Restricted Stock Units	\$ 0							12/11/2010	12/11/2019	Class A Common Stock	1
Perf Based RSUs 3-16-10	\$ 0							12/31/2012	12/31/2012	Class A Common Stock	8
March 2011 Employee RSU Grant	\$ 0							03/02/2012	03/02/2021	Class A Common Stock	6
Non-Statutory Stock Option	\$ 48.5							03/02/2012	03/02/2021	Class A Common	7

3-3-2011 -
\$48.50

Stock

Perf Based RSU 3-2-2011	\$ 0				12/31/2013	03/02/2021	Class A Common Stock
2007 Restricted Stock Unit	\$ 0	01/09/2012	M	951 (6)	12/14/2008	12/13/2017	Class A Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CRAWFORD GEORGE T C/O BERRY PETROLEUM COMPANY 5201 TRUXTUN AVE. BAKERSFIELD, CA 93309			Snr VP of CA Production	

Signatures

Kenneth A Olson under POA for George
Crawford

01/10/2012

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) Issuance of shares from previous RSU grant based on meeting terms and timing of deferral election.
- (6) Issuance of 20% of RSU shares per deferral election in place at date of grant.
- (7) Shares sold to cover tax liability of issuance of deferred RSU shares.

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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