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HEINEMAI Form 4	NN ROBERT											
December 1	9, 2006											
FORM		статес	SECU	DITIEC					OMMISSION		PROVAL	
-	UNITED	SIAILS						NGE U	JMIMISSION	OMB Number:	3235-0287	
Washington, D.C. 20549Check this box if no longer subject to Section 16.STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIESForm 4 or Form 5 obligations 								Expires:January 31, 2005Estimated average burden hours per response0.5				
1(b). (Print or Type	Responses)											
HEINEMANN ROBERT Sy				2. Issuer Name and Ticker or Trading Symbol BERRY PETROLEUM CO [BRY]					5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (Middle)		of Earliest			U]U	N IJ	(Check	all applicable)	
. ,	XTUN AVE., SU		(Month/I 12/15/2	Day/Year		insaction		- - 1	Director Officer (give t below) Presid		Owner er (specify	
BAKERSE	(Street) IELD, CA 93309		4. If Ame Filed(Mo			e Original		-	5. Individual or Joi Applicable Line) _X_ Form filed by O Form filed by M	ne Reporting Pe	rson	
		(77.)						I	Person			
(City)	(State)	(Zip)	Tab	le I - No	n-De	erivative S	Securi	ities Acqu	ired, Disposed of,	or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Date, if	3. Transac Code (Instr. 8		4. Securi (A) or Di (Instr. 3,	ispose	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6.7. NatureOwnershipIndirectForm:BeneficiaDirect (D)Ownershior Indirect(Instr. 4)(I)(Instr. 4)		
Class A				Code	V	Amount	(D)	Price	(Instr. 3 and 4)			
Class A Common Stock	12/15/2006			M <u>(15)</u>		5,000	A	\$ 32.565	7,000	D		
Class A Common Stock	12/15/2006			J	V	14 <u>(16)</u>	D	\$ 0	3,529	Ι	Held in 401(k) Plan	
Class A Common Stock	12/15/2006			F(22)		1,931	D	\$ 32.565	5,069	D		

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

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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 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 n Derivative Securities A (A) or Disp (D) (Instr. 3, 4,	Acquired osed of	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title Underl (Instr.
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Nonstatutory Stock Options	\$ 8.07						12/02/2002	12/02/2012	Clas Com Sto
Nonstatutory Stock Options	\$ 9.61						12/02/2003	12/02/2013	Clas Com Sto
Nonstatutory Stock Option	\$ 14.375						06/16/2005	06/16/2014	Clas Com Sto
Nonstatutory Stock Option	\$ 21.58						11/23/2005	11/23/2014	Clas Com Sto
Nonstatutory Stock Option	\$ 30.645						12/15/2006	12/15/2015	Clas Com Sto
Phantom Stock Units (1)	\$ 0						08/08/1988	08/08/1988	Clas Com Sto
Restricted Stock Unit (3)	\$ 0						01/31/2010(4)	01/31/2010(5)	Clas Com Sto
Nonstatutory Stock Option	\$ 32.565	12/15/2006 <u>(6)</u>		A <u>(7)</u>	175,000		12/15/2007	12/14/2016	Clas Com Sto
Restricted Stock Units	\$ 0 <u>(10)</u>	12/15/2006		A <u>(11)</u>	20,000		(13)	(14)	Clas Com Sto
Restricted Stock Units	\$ 0 <u>(18)</u>	12/15/2006		M <u>(19)</u>		5,000	(20)	(21)	Clas Com Sto

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
HEINEMANN ROBERT 5201 TRUXTUN AVE., SUITE 300 BAKERSFIELD, CA 93309			President and CEO				
Signatures							
Kenneth A Olson under POA for Robert Heinemann		12/19/2	006				
**Signature of Reporting Person		Date					
Explanation of Respon	ses:						

- * 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) Phantom Stock Units acquired under the Company's Non-Employee Director Deferred Compensation Plan in a transaction exempt under Rule 16b-3(c). Shares of Common Stock are issued under terms of the Plan upon resignation from the board of directors.
- (3) Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock
- (4) The restricted stock units vest in one installment on January 31, 2010 provided the reporting person continues to serve as the CEO of the Company on such date, or earlier on certain conditions.
- (5) The restricted stock units vest in one installment on January 31, 2010 provided the reporting person continues to serve as the CEO of the Company on such date, or earlier on certain conditions.
- (6) 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.
- (7) 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.
- (8) 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.
- (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 Restricted Stock Unit (RSU) under the Company's 2005 Equity Incentive Plan in a transaction exempt under Rule 16b-3(c). RSUs vest 25% per year from date of grant.
- (12) 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.
- (13) 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.
- (14) 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.
- (15) Vested shares issued pursuant to Rule 16b-3 plan.
- (16) Changes in the number of shares of Common Stock held in the individuals 401(k) account due to required maintenance of cash position. All transactions were at market and non-discretionary.
- (**17**) 1 for 1
- (18) Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock

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- (19) Vesting of 25% of RSUs granted 12-15-2006
- (20) 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.
- (21) 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.
- (22) Shares withheld incident to vesting of RSUs for the payment of tax liability issued in accordance with Rule 16b-3.

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.