Anderson Daniel G Form 4 March 18, 2010

## FORM 4

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

OMB Number: 3235-0287

burden hours per

5 Relationship of Reporting Person(s) to

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

**OMB APPROVAL** 

Form 4 or 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

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response... 0.5

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

Anderson Daniel G			Symbol	Symbol BERRY PETROLEUM CO [BRY]					Issuer			
(Last) (First) (Middle)  C/O BERRY PETROLEUM  COMPANY, 1999 BROADWAY,  SUITE 3700			(Month/Da	3. Date of Earliest Transaction (Month/Day/Year) 03/16/2010				(Check all applicable)  Director 10% Owner Officer (give title Other (specify below)  VP of Rocky Mtn. and Mid Conti				
DENVER, C	(Street)			ndment, Dat h/Day/Year)	e Original			6. Individual or Applicable Line) _X_ Form filed by Form filed by Person	_	erson		
(City)	(State)	(Zip)	Table	I - Non-De	erivative S	ecuri	ties Ac	quired, Disposed	of, or Beneficia	lly Owned		
1.Title of Security (Instr. 3)	2. Transaction (Month/Day/Ye	ear) Exect	Deemed ution Date, if ath/Day/Year)	3. Transaction Code (Instr. 8)	Disposed (Instr. 3,	(A) o of (D	)	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						` ´		7,079	D			
Class A Common Stock	03/16/2010			J	32 (18)	A	\$ 0	951	I	Held in 401(k) Plan		
Reminder: Repo	ort on a separate l	ine for each	n class of secur	ities benefic	cially own	ed dire	ectly or	indirectly.				
Persons who respond to the collection information contained in this form							SEC 1474					

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#### number.

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$ 

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	e 3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transacti Code (Instr. 8)	Sec Acq (A) Disj (D)	curitie quired ) or sposed ) str. 3,	rative es d d of	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and A Underlying S (Instr. 3 and
				Code V	, (,	(A)	(D)	Date Exercisable	Expiration Date	Title
Nonstatutory Stock Option 8-23-03	\$ 8.95							08/23/2004	08/23/2013	Class A Common Stock
Nonstatutory Stock Option 12-05-03	\$ 9.97							12/05/2004	12/05/2013	Class A Common Stock
Nonstatutory Stock Option 11-23-04	\$ 21.58							11/23/2005	11/23/2014	Class A Common Stock
Nonstatutory Stock Option 12-15-05	\$ 30.645							12/15/2006	12/15/2015	Class A Common Stock
Nonstatutory Stock Option 3-22-06	\$ 34.06							03/22/2009(1)	03/22/2016	Class A Common Stock
Nonstatutory Stock Option 12-15-06	\$ 32.565							12/15/2007	12/14/2016	Class A Common Stock
2006 Restricted Stock Units	\$ 0 (3)							12/15/2007(4)	12/14/2016 <u>(5)</u>	Class A Common Stock
2007 Restricted Stock Unit (6)	\$ 0 <u>(7)</u>							12/14/2008(8)	12/13/2017 <u>(9)</u>	Class A Common Stock
NSO 2007	\$ 43.61							12/14/2008	12/13/2017	Class A Common Stock
2008 Restricted	\$ 0 (11)							12/12/2009(12)	12/11/2018(13)	Class A Common

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Stock Units (10)								Stock
2009 Restricted Stock Units	\$ 0					12/11/2010	12/11/2019	Class A Common Stock
Perf Based RSUs 3-16-10 (14)	\$ 0 (15)	03/16/2010	A	A	4,130 (16)	12/31/2012(17)	12/31/2012	Class A Common Stock

## **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

Anderson Daniel G C/O BERRY PETROLEUM COMPANY 1999 BROADWAY, SUITE 3700 DENVER, CO 80202

VP of Rocky Mtn. and Mid Conti

## **Signatures**

Kenneth A Olson under POA for Daniel
Anderson

03/18/2010

\*\*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) Non Statutory Stock Options (NSO). NSOs vest 100% 3 years from date of grant.
- (**2**) 1 for 1
- (3) Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock
- (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) 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.
- **(6)** 1 for 1
- (7) Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock
- (8) 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.
- (9) 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.
- **(10)** 1 for 1
- (11) Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock
- (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.

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- (**14**) 1 for 1
- (15) Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock if certain pre-established performance factors, as set forth in the Company's Form 8-K dated March 18, 2010, are met.
- (16) Per the Agreement this is the maximum number of performance based RSUs that may be received if all performance factors are achieved as outlined in the Form 8-K dated March 18, 2010.
- Per the Agreement this is the maximum number of performance based RSUs that may be received if all performance factors are achieved as outlined in the Form 8-K dated March 18, 2010.
- (18) 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.

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.