

HEINEMANN ROBERT  
Form 4  
December 02, 2011

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**HEINEMANN ROBERT**

(Last) (First) (Middle)

**C/O BERRY PETROLEUM COMPANY, 1999 BROADWAY, SUITE 3700**

(Street)

**DENVER, CO 80202**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**BERRY PETROLEUM CO [BRY]**

3. Date of Earliest Transaction (Month/Day/Year)  
**12/01/2011**

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)  
**President and CEO**

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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount                                                                                        | (A) or (D)                                               | Price                                                 |
| Class A Common Stock            |                                      |                                                    |                                |                                                                   | 13,252                                                                                        | I                                                        | Held in 401(k) Plan                                   |
| Class A Common Stock            | 12/01/2011                           |                                                    | M                              |                                                                   | 47,880                                                                                        | A                                                        | \$ 14.375                                             |
| Class A Common Stock            | 12/01/2011                           |                                                    | S                              |                                                                   | 23,303                                                                                        | D                                                        | \$ 44                                                 |
| Class A Common Stock            | 12/01/2011                           |                                                    | S                              |                                                                   | 7,880                                                                                         | D                                                        | \$ 44.5                                               |
|                                 |                                      |                                                    |                                |                                                                   | 153,323                                                                                       | D                                                        |                                                       |
|                                 |                                      |                                                    |                                |                                                                   | 145,443                                                                                       | D                                                        |                                                       |

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Common  
Stock

|                            |            |  |   |        |   |              |         |   |
|----------------------------|------------|--|---|--------|---|--------------|---------|---|
| Class A<br>Common<br>Stock | 12/02/2011 |  | M | 32,120 | A | \$<br>14,375 | 177,563 | D |
|----------------------------|------------|--|---|--------|---|--------------|---------|---|

|                            |            |  |   |        |   |         |         |   |
|----------------------------|------------|--|---|--------|---|---------|---------|---|
| Class A<br>Common<br>Stock | 12/02/2011 |  | S | 15,333 | D | \$ 44.5 | 162,230 | D |
|----------------------------|------------|--|---|--------|---|---------|---------|---|

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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(9-02)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and Expiration<br>Date<br>(Month/Day/Year) | 7. Title and<br>Underlying<br>(Instr. 3 and |                            |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------|----------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V (A) (D)                                                                                                    | Date Exercisable                                               | Expiration Date                             | Title                      |
| Nonstatutory<br>Stock Option<br>11-23-04            | \$ 21.58                                                              |                                         |                                                             |                                         |                                                                                                              | 11/23/2005                                                     | 11/23/2014                                  | Class A<br>Common<br>Stock |
| Nonstatutory<br>Stock Option<br>12-15-05            | \$ 30.645                                                             |                                         |                                                             |                                         |                                                                                                              | 12/15/2006                                                     | 12/15/2015                                  | Class A<br>Common<br>Stock |
| Phantom<br>Stock Units <sup>(1)</sup>               | \$ 0                                                                  |                                         |                                                             |                                         |                                                                                                              | 08/08/1988                                                     | 08/08/1988                                  | Class A<br>Common<br>Stock |
| Nonstatutory<br>Stock Option<br>12-15-06            | \$ 32.565                                                             |                                         |                                                             |                                         |                                                                                                              | 12/15/2007                                                     | 12/14/2016                                  | Class A<br>Common<br>Stock |
| 2007<br>Restricted<br>Stock Unit <sup>(1)</sup>     | \$ 0 <sup>(3)</sup>                                                   |                                         |                                                             |                                         |                                                                                                              | 12/14/2008 <sup>(4)</sup>                                      | 12/13/2017 <sup>(5)</sup>                   | Class A<br>Common<br>Stock |
| NSO 2007                                            | \$ 43.61                                                              |                                         |                                                             |                                         |                                                                                                              | 12/14/2008                                                     | 12/13/2017                                  | Class A<br>Common<br>Stock |

|                                                        |                     |            |   |        |            |                           |                           |                            |
|--------------------------------------------------------|---------------------|------------|---|--------|------------|---------------------------|---------------------------|----------------------------|
| 2008<br>Restricted<br>Stock Units <sup>(1)</sup>       | \$ 0 <sup>(3)</sup> |            |   |        |            | 12/12/2009 <sup>(4)</sup> | 12/11/2018 <sup>(5)</sup> | Class A<br>Common<br>Stock |
| 2009<br>Restricted<br>Stock Units                      | \$ 0                |            |   |        |            | 12/11/2010                | 12/11/2019                | Class A<br>Common<br>Stock |
| Perf Based<br>RSUs 3-16-10<br><sup>(1)</sup>           | \$ 0 <sup>(6)</sup> |            |   |        |            | 12/31/2012 <sup>(6)</sup> | 12/31/2012                | Class A<br>Common<br>Stock |
| March 2011<br>Employee<br>RSU Grant                    | \$ 0                |            |   |        |            | 03/02/2012                | 03/02/2021                | Class A<br>Common<br>Stock |
| Non-Statutory<br>Stock Option<br>3-3-2011 -<br>\$48.50 | \$ 48.5             |            |   |        |            | 03/02/2012                | 03/02/2021                | Class A<br>Common<br>Stock |
| Perf Based<br>RSU 3-2-2011                             | \$ 0                |            |   |        |            | 12/31/2013                | 03/02/2021                | Class A<br>Common<br>Stock |
| Nonstatutory<br>Stock Option<br>6-16-04                | \$ 14.375           | 12/01/2011 | M | 47,880 | 06/16/2005 | 06/16/2014                |                           | Class A<br>Common<br>Stock |
| Nonstatutory<br>Stock Option<br>6-16-04                | \$ 14.375           | 12/02/2011 | M | 32,120 | 06/16/2005 | 06/16/2014                |                           | Class A<br>Common<br>Stock |

## Reporting Owners

| Reporting Owner Name / Address                                                                   | Relationships |           |                   |       |
|--------------------------------------------------------------------------------------------------|---------------|-----------|-------------------|-------|
|                                                                                                  | Director      | 10% Owner | Officer           | Other |
| HEINEMANN ROBERT<br>C/O BERRY PETROLEUM COMPANY<br>1999 BROADWAY, SUITE 3700<br>DENVER, CO 80202 |               |           | President and CEO |       |

## Signatures

|                                                   |            |
|---------------------------------------------------|------------|
| Kenneth A Olson under POA for Robert<br>Heinemann | 12/02/2011 |
| <sup>**</sup> 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

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- (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 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.
- (5) 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.
- (6) 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.
- (7) 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.

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.