#### Edgar Filing: BUSCH RALPH B III - Form 4

BUSCH RA Form 4	LPH B III												
December 2										0140			
FORM	Λ4 <sub>UNITED</sub>	STATES	SECUE	RITIES	S Al	ND EX	СНА	NGE	COMMISSIO		APPROVAL		
Cha ala di						D.C. 20				Number:	3235-0287		
Check th if no lon subject to Section Form 4 Form 5 obligation may con See Instri 1(b).	Section 1 Public U	CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES ection 16(a) of the Securities Exchange Act of 1934, Public Utility Holding Company Act of 1935 or Section of the Investment Company Act of 1940							Expires: January 31 2005 Estimated average burden hours per response 0.5				
(Print or Type	Responses)												
	Address of Reporting l ALPH B III	Person <u>*</u>	2. Issuer Symbol BERRY			Ticker of		-	5. Relationship o Issuer				
(Last)	(First) (N	(liddle)	3. Date of Earliest Transaction (Chec				eck all applica	k all applicable)					
	Y PETROLEUM Y, 1999 BROADV 0	VAY,	(Month/E 12/27/2	-	r)				Director Officer (giv below)		0% Owner Other (specify		
(Street) 4. If Amendr Filed(Month/I					h/Day/Year) Applicable Line)					-	oint/Group Filing(Check One Reporting Person		
DENVER,	CO 80202									More than One			
(City)	(State)	(Zip)	Tabl	le I - No	on-De	erivative	Secur	ities Ac	equired, Disposed	of, or Benefic	ially Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any	ned	3. Transa Code (Instr.	action 8)	4. Secur nAcquire Dispose	ities d (A) c d of (D , 4 and (A) or	or ))	5. Amount of Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect		
Class A Common Stock									70,000	Ι	As Co-Trustee of Charitable Trust		
Class A Common Stock									123,583	I	As Co-Trustee of Union Bank Trust Shares		
Class A Common	12/27/2011			A <u>(5)</u>	V	1,000	А	\$0	7,250	I	Busch Family		

Stock			Foundation
Class A Common Stock	12/27/2011	A <u>(6)</u> V 1,000 A \$0 14,432 I	As Custodian for Minor Children
Class A Common Stock	12/27/2011	G <sup>(7)</sup> V 1,000 D \$0 141,185 D	
Class A Common Stock	12/27/2011	G <sup>(8)</sup> V 1,000 D \$ 0 140,185 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.

# 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. Transactio Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		-	7. Title and Amoun Underlying Securit (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amor or Numl of Sh
Nonstatutory Stock Options 12-2-02	\$ 8.07					12/02/2002	12/02/2012	Class A Common Stock	10,0
Nonstatutory Stock Options 12-2-03	\$ 9.61					12/02/2003	12/02/2013	Class A Common Stock	10,0
Nonstatutory Stock Options 12-2-04	\$ 21.77					12/02/2004	12/02/2014	Class A Common Stock	10,0
	\$ 30.645					12/15/2005	12/15/2015		10,0

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Nonstatutory Stock Option 12-15-05			Class A Common Stock	
Phantom Stock Units	\$ 0 <u>(1)</u>	08/08/1988 <u>(2)</u> 08/08/1988	Class A <sup>2)</sup> Common Stock	44,2
Nonstatutory Stock Option 12-15-06	\$ 32.565	12/15/2006 12/14/2016	Class A Common Stock	10,0
2007 Restricted Stock Unit (1)	\$ 0	$01/01/2008^{(3)}$ 12/13/2017	Class A <sup>4)</sup> Common Stock	1,3
NSO 2007	\$ 43.61	12/14/2007 12/13/2017	Class A Common Stock	3,9
March 2011 Director RSU	\$ 0	03/02/2011 03/02/2021	Class A Common Stock	2,4

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
BUSCH RALPH B III							
C/O BERRY PETROLEUM COMPANY							
1999 BROADWAY, SUITE 3700							
DENVER, CO 80202							

### Signatures

Kenneth A Olson under POA for Ralph Busch

\*\*Signature of Reporting Person

12/27/2011

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

- Phantom Stock Units acquired under the Company's Non-Employee Director Deferred Compensation Plan in a transaction exempt under (2)Rule 16b-3(c). Shares of Common Stock are issued under terms of the Plan upon resignation from the board of directors.
- The RSU granted is 100% vested at the date of grant but the receipt of shares are subject to a deferral period which is generally at least (3) four years from the grant date as per the deferral election.
- 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 (4) the deferral election.
- Shares gifted from filer to Busch Family Foundation (5)

- (6) Shares gifted by filer to minor children
- (7) Shares gifted to children of filer
- (8) Shares gifted to Busch Family Foundation

#### **Remarks:**

Voluntary reporting of gifting of shares by Mr. Busch within Form 4 direct and indirect ownership reporting guidelines. Net cl

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.