### Edgar Filing: DUGINSKI MICHAEL - Form 4

DUGINSKI M	<b>/ICHAEL</b>							
Form 4 March 06, 201	12							
FORM	Л						PPROVAL	
	UNITED S		ITIES AND EXCHA hington, D.C. 20549		MMISSION	OMB Number:	3235-0287	
Check this if no longe			~~~~		-	Expires:	January 31 2005	
subject to Section 16 Form 4 or Form 5	SIAIEMI		GES IN BENEFICL SECURITIES (a) of the Securities			Estimated a burden hou response	average Irs per	
obligations may contir <i>See</i> Instruc 1(b).	Section $17(a)$	) of the Public Ut	ility Holding Company A	ny Act of 19		n		
(Print or Type Re	esponses)							
1. Name and Ad DUGINSKI I	ldress of Reporting Po MICHAEL	Symbol	Name and Ticker or Trad	Iss	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (Mi		Earliest Transaction	DKIJ	(Chec	k all applicable	e)	
(Last)	(Trist) (Ivi	(Month/Da			Director 10% Owner			
	PETROLEUM 1999 BROADW	03/02/20 AY,	012	bel	Officer (give low) Exe	titleOth below) c. VP & COO	er (specify	
			ndment, Date Original th/Day/Year)	Ар	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
DENVER, C	O 80202			Per	_ Form filed by N rson	Iore than One Re	eporting	
(City)	(State) (Z	Zip) Table	e I - Non-Derivative Secu	rities Acquire	ed, Disposed of	f, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		3. 4. Securities TransactionAcquired (A) Code Disposed of (Instr. 8) (Instr. 3, 4 ar (A)	) or Sec (D) Ber nd 5) Ow Fol (N) Tra r (Ins	curities neficially vned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Class A Common Stock			Code V Amount (E	)) Price		D		
Class A Common Stock				13,	,412	I	Held in 401(k) Plan	

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

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#### 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. Transactic Code (Instr. 8)	orDeri Secu Acq or D (D)	urities uired Dispos tr. 3, 4	e (A) ed of	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Underlying (Instr. 3 and
				Code V	(4	A)	(D)	Date Exercisable	Expiration Date	Title
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 12-15-06	\$ 32.565							12/15/2007	12/14/2016	Class A Common Stock
2007 Restricted Stock Unit (1)	\$ 0 <u>(2)</u>							12/14/2008(3)	12/13/2017(4)	Class A Common Stock
NSO 2007	\$ 43.61							12/14/2008	12/13/2017	Class A Common Stock
2008 Restricted Stock Units (1)	\$ 0 <u>(2)</u>							12/12/2009 <u>(3)</u>	12/11/2018(4)	Class A Common Stock
2009 Restricted Stock Units	\$ 0							12/11/2010	12/11/2019	Class A Common Stock
Perf Based RSUs 3-16-10	\$ 0 <u>(5)</u>							12/31/2012 <u>(5)</u>	12/31/2012	Class A Common Stock
March 2011 Employee RSU Grant	\$ 0							03/02/2012	03/02/2021	Class A Common Stock

Non-Statutory Stock Option 3-2-2011 - \$48.50	\$ 48.5				03/02/2012	03/02/2021	Class A Common Stock
Perf Based RSU 3-2-2011	\$ 0				12/31/2013	03/02/2021	Class A Common Stock
March 2, 2012 Employee RSU Grant (1)	\$ 0 <u>(2)</u>	03/02/2012	А	11,789 (7)	03/02/2013	03/02/2022	Class A Common Stock
Non Statutory Stock Option $3-2-12 \frac{(1)}{2}$	\$ 53.02	03/02/2012	А	13,914 (8)	03/02/2013	03/02/2022	Class A Common Stock
Perf Based RSUs 3-2-12	\$ 0 <u>(9)</u>	03/02/2012	А	10,314 (10)	12/31/2014	03/02/2022	Class A Common Stock

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer	Other			
DUGINSKI MICHAEL C/O BERRY PETROLEUM COMPANY 1999 BROADWAY, SUITE 3700 DENVER, CO 80202			Exec. VP & COO				
Signatures							
Kenneth A Olson under POA for Michael Duginski		03/06/20	)12				

\*\*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) 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.
- (6) 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.

(7)

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Grant of Restricted Stock Unit (RSU) under the Company's 2010 Equity Incentive Plan in a transaction exempt under Rule 16b-3(c). RSUs vest 25% per year from date of grant.

- (8) Grant of Nonstatutory Stock Option (NSO) under the Company's 2010 Equity Incentive Plan in a transaction exempt under Rule 16b-3(c). Shares vest 25% per year from date of grant.
- (9) Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock if certain pre-established performance factors are met.
- (10) Per the Agreement this is the maximum number of performance based RSUs that may be received if all performance factors are achieved.

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.