HEINEMANN ROBERT

Form 4

March 28, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

30(h) of the Investment Company Act of 1940

OMB 3235-0287

OMB APPROVAL

Number:

Expires:

January 31, 2005

0.5

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if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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

may continue. See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * HEINEMANN ROBERT		Sym	2. Issuer Name and Ticker or Trading Symbol BERRY PETROLEUM CO [BRY]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) (First) (Middle) C/O BERRY PETROLEUM COMPANY, 1999 BROADWAY, SUITE 3700			ate of Earliest 7 nth/Day/Year) 26/2012	Fransaction		- - b	(Check all applicable) Director 10% Owner Officer (give title Other (specify below) President and CEO			
(Street) DENVER, CO 80202			4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person _ Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table I - Non-	-Derivative	Secu		quired, Disposed of, or Beneficially Owned			
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		ed 3. 4. Securities Acquired (A Date, if Transactiom Disposed of (D) Code (Instr. 3, 4 and 5) ay/Year) (Instr. 8) (A) or		(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			Code V	Amount	(D)	THE	13,781	I	Held in 401(k) Plan	
Class A Common Stock	03/26/2012		M	30,000	A	\$ 21.58	246,645	D		
Class A Common Stock	03/26/2012		S	19,520	D	\$ 50.7034	227,125	D		

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

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SEC 1474

(9-02)

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. Transact Code (Instr. 8)	iod S	Securit Acquir	tive ies ed (A) oosed of	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Underlying (Instr. 3 and
				Code V	7	(A)	(D)	Date Exercisable	Expiration Date	Title
Nonstatutory Stock Option 12-15-05	\$ 30.645							12/15/2006	12/15/2015	Class A Common Stock
Phantom Stock Units (1)	\$ 0							08/08/1988	08/08/1988	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 (3)							12/14/2008(4)	12/13/2017(5)	Class A Common Stock
NSO 2007	\$ 43.61							12/14/2008	12/13/2017	Class A Common Stock
2008 Restricted Stock Units (1)	\$ 0 (3)							12/12/2009(4)	12/11/2018(5)	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 (6)							12/31/2012(6)	12/31/2012	Class A Common Stock
March 2011 Employee RSU Grant	\$ 0							03/02/2012	03/02/2021	Class A Common Stock
	\$ 48.5							03/02/2012	03/02/2021	

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Non-Statutory Stock Option 3-2-2011 - \$48.50							Class A Common Stock
Perf Based RSU 3-2-2011	\$ 0				12/31/2013	03/02/2021	Class A Common Stock
Perf Based RSUs 3-2-12	\$ 0				12/31/2014	03/02/2022	Class A Common Stock
March 2, 2012 Employee RSU Grant	\$ 0				03/02/2013	03/02/2022	Class A Common Stock
Non Statutory Stock Option 3-2-12	\$ 53.02				03/02/2013	03/02/2022	Class A Common Stock
Nonstatutory Stock Option 11-23-04	\$ 21.58	03/26/2012	M	30,000	11/23/2005	11/23/2014	Class A Common Stock

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

HEINEMANN ROBERT C/O BERRY PETROLEUM COMPANY 1999 BROADWAY, SUITE 3700 DENVER, CO 80202

President and CEO

Signatures

Kenneth A Olson under POA for Robert Heinemann

03/28/2012

**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
- 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.

Reporting Owners 3

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- (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.