HEINEMANN ROBERT

Form 4

January 02, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

January 31, 2005

0.5

Estimated average

OMB APPROVAL

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

may continue.

See Instruction

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

30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

HEINEMA	NN ROBERT	, ~ -	Symbol BERRY	PETR	ROL	EUM C	O [B]	RY]	Issuer	1 11 1: 11	,
(Last)	(First)	(Middle)	(Month/D	3. Date of Earliest Transaction (Month/Day/Year)				(Check all applicable) Director 10% Owner			
C/O BERRY COMPANY SUITE 370	12/31/20	12/31/2012					Officer (give title Other (specify below) President and CEO				
	(Street) 4. If Amendme Filed(Month/Da				ment, Date Original /Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person		
DENVER,							Form filed by More than One Reporting Person				
(City)	(State)	(Zip)	Table	e I - No	n-De	erivative S	Securi	ties Acc	quired, Disposed	of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction (Month/Day/Y	Year) Execu	eemed tion Date, if h/Day/Year)	Code (Instr.	8)	4. Securi nAcquired Disposed (Instr. 3,	d (A) of (D) 4 and (A) or))	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									237,125	D	
Class A Common Stock	12/31/2012			J	V	35 (7)	A	\$0	14,306	I	Held in 401(k) Plan
Reminder: Rep	oort on a separate	line for each	class of secu	rities be	nefic	Person	s wh	o resp contai	ond to the colle	n are not	SEC 1474 (9-02)
					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)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Date (Month/Day/Year	le and Expiration	7. Title and A Underlying S (Instr. 3 and	Secur
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Am Nui Sha
Nonstatutory Stock Option 11-23-04	\$ 21.58					11/23/2005	11/23/2014	Class A Common Stock	10
Nonstatutory Stock Option 12-15-05	\$ 30.645					12/15/2006	12/15/2015	Class A Common Stock	15
Nonstatutory Stock Option 12-15-06	\$ 32.565					12/15/2007	12/14/2016	Class A Common Stock	17
2007 Restricted Stock Unit (1)	\$ 0 (2)					12/14/2008(3)	12/13/2017(4)	Class A Common Stock	23
NSO 2007	\$ 43.61					12/14/2008	12/13/2017	Class A Common Stock	89
2008 Restricted Stock Units (1)	\$ 0 (2)					12/12/2009(3)	12/11/2018(4)	Class A Common Stock	17
2009 Restricted Stock Units	\$ 0					12/11/2010	12/11/2019	Class A Common Stock	97
Perf Based RSUs 3-16-10	\$ 0 (5)					12/31/2012(5)	12/31/2012	Class A Common Stock	42
March 2011 Employee RSU Grant	\$ 0					03/02/2012	03/02/2021	Class A Common Stock	21
Non-Statutory Stock Option	\$ 48.5					03/02/2012	03/02/2021	Class A Common	33

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3-2-2011 - \$48.50							Stock	
Perf Based RSU 3-2-2011	\$ 0				12/31/2013	03/02/2021	Class A Common Stock	25
Perf Based RSUs 3-2-12	\$ 0				12/31/2014	03/02/2022	Class A Common Stock	23
March 2, 2012 Employee RSU Grant	\$ 0				03/02/2013	03/02/2022	Class A Common Stock	26
Non Statutory Stock Option 3-2-12	\$ 53.02				03/02/2013	03/02/2022	Class A Common Stock	31
Phantom Stock Units	\$ 0	12/31/2012	A	8 (8)	08/08/1988	08/08/1988	Class A Common Stock	3

Reporting Owners

Reporting Owner Name / Address	Keiauonsnips						
•	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

01/02/2013

Date

**Signature of Reporting Person

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
- 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.
- 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.
- 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.
- 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.

Reporting Owners 3

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- (7) 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.
- (8) 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.

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.