

Canaday Shawn Michael
Form 4
January 02, 2013

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Canaday Shawn Michael

(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)

12/31/2012

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)

VP and Treasurer

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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)
Class A Common Stock	12/31/2012		A	V 38 ⁽⁵⁾	A \$ 0 4,896	D	
Class A Common Stock	12/31/2012		J	V 12 ⁽⁶⁾	A \$ 0 1,408	I	Held in the Company's 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**

SEC 1474
(9-02)

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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Nonstatutory Stock Option 12-05-03	\$ 9.97							12/05/2004	12/05/2013	Class A Common Stock	5,000
Nonstatutory Stock Option 12-15-05	\$ 30.645							12/15/2006	12/15/2015	Class A Common Stock	10,000
Nonstatutory Stock Option 11-23-04	\$ 21.58							11/23/2005	11/23/2014	Class A Common Stock	10,000
Nonstatutory Stock Option 12-15-06	\$ 32.565							12/15/2007	12/14/2016	Class A Common Stock	12,000
NSO 2007	\$ 43.61							12/14/2008	12/13/2017	Class A Common Stock	7,000
2008 Restricted Stock Units ⁽¹⁾	\$ 0 ⁽²⁾							12/12/2009 ⁽³⁾	12/11/2018 ⁽⁴⁾	Class A Common Stock	14,000
2009 Restricted Stock Units	\$ 0							12/11/2010	12/11/2019	Class A Common Stock	7,000
Perf Based RSUs 3-16-10	\$ 0							12/31/2012	12/31/2012	Class A Common Stock	3,000
March 2011 Employee RSU Grant	\$ 0							03/02/2012	03/02/2021	Class A Common Stock	2,000
	\$ 48.5							03/02/2012	03/02/2021		2,000

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Canaday Shawn Michael C/O BERRY PETROLEUM COMPANY 1999 BROADWAY, SUITE 3700 DENVER, CO 80202			VP and Treasurer	

Kenneth A Olson under POA for Shawn
Canaday

01/02/2013

**Signature of Reporting Person

Date

* 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) Increase in shares from the reinvestment of dividends paid quarterly on common stock. All shares were purchased at market and were non-discretionary.

(6) 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.

Reporting Owners

Edgar Filing: Canaday Shawn Michael - Form 4

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.