

Wolf David D  
Form 4  
January 09, 2013

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Wolf David D

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

3. Date of Earliest Transaction (Month/Day/Year)  
01/08/2013

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below)  
\_\_\_\_ 10% Owner  
\_\_\_\_ Other (specify below)  
Exec VP and CFO

(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 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |  |
| Class A Common Stock            |                                      |  |                                |   | 9   | I  | Held in the Company's 401(k) Plan          |
| Class A Common Stock            | 01/08/2013                           |  | M                              | 13,333 (4)  | \$ 35.535   | D  |  |
| Class A Common Stock            | 01/09/2013                           |  | M                              | 6,071 (4)   | \$ 35.645   | D  |  |
| Class A Common Stock            | 01/09/2013                           |  | S                              | 535   | \$ 35   | D  |  |

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|                      |            |   |     |   |          |        |   |
|----------------------|------------|---|-----|---|----------|--------|---|
| Common Stock         |            |   |     |   |          |        |   |
| Class A Common Stock | 01/09/2013 | S | 900 | D | \$ 35.02 | 17,969 | D |
| Class A Common Stock | 01/09/2013 | S | 400 | D | \$ 35.03 | 17,569 | D |
| Class A Common Stock | 01/09/2013 | S | 226 | D | \$ 35.04 | 17,343 | D |
| Class A Common Stock | 01/09/2013 | S | 600 | D | \$ 35.11 | 16,743 | D |
| Class A Common Stock | 01/09/2013 | S | 626 | D | \$ 35.12 | 16,117 | D |
| Class A Common Stock | 01/09/2013 | S | 626 | D | \$ 35.17 | 15,491 | D |
| Class A Common Stock | 01/09/2013 | S | 100 | D | \$ 35.19 | 15,391 | D |

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

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(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. 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 Underlying (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title                                    |
| NSO  | \$ 41.18   |                                      |  |                                |   | 08/04/2011 08/03/2018                                    | Class A Common Stock                     |

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|  |          |            |  |   |                          |                           |                           |                            |
|--|----------|------------|--|---|--------------------------|---------------------------|---------------------------|----------------------------|
| 2009<br>Restricted<br>Stock Units <sup>(1)</sup>       | \$ 0     |            |  |   |                          | 12/11/2010 <sup>(2)</sup> | 12/11/2019 <sup>(3)</sup> | Class A<br>Common<br>Stock |
| Perf Based<br>RSUs 3-16-10                             | \$ 0     |            |  |   |                          | 12/31/2012                | 03/15/2020                | Class A<br>Common<br>Stock |
| March 2011<br>Employee<br>RSU Grant                    | \$ 0     |            |  |   |                          | 03/02/2012                | 03/02/2021                | Class A<br>Common<br>Stock |
| Non-Statutory<br>Stock Option<br>3-2-2011 -<br>\$48.50 | \$ 48.5  |            |  |   |                          | 03/02/2012                | 03/02/2021                | Class A<br>Common<br>Stock |
| Perf Based<br>RSU 3-2-2011                             | \$ 0     |            |  |   |                          | 12/31/2013                | 03/02/2021                | Class A<br>Common<br>Stock |
| March 2, 2012<br>Employee<br>RSU Grant                 | \$ 0     |            |  |   |                          | 03/02/2013                | 03/02/2022                | Class A<br>Common<br>Stock |
| Non Statutory<br>Stock Option<br>3-2-12                | \$ 53.02 |            |  |   |                          | 03/02/2013                | 03/02/2022                | Class A<br>Common<br>Stock |
| Perf Based<br>RSUs 3-2-12                              | \$ 0     |            |  |   |                          | 12/31/2014                | 03/02/2022                | Class A<br>Common<br>Stock |
| 2008<br>Restricted<br>Stock Units                      | \$ 0     | 01/08/2013 |  | M | 13,333<br><sup>(5)</sup> | 12/12/2009                | 12/11/2018                | Class A<br>Common<br>Stock |
| RSU 8-4-08   | \$ 0     | 01/09/2013 |  | M | 6,071<br><sup>(5)</sup>  | 08/04/2011                | 08/03/2018                | Class A<br>Common<br>Stock |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                 |       |
|--|---------------|-----------|-----------------|-------|
|  | Director      | 10% Owner | Officer         | Other |
| Wolf David D<br>C/O BERRY PETROLEUM COMPANY<br>1999 BROADWAY, SUITE 3700<br>DENVER, CO 80202 |               |           | Exec VP and CFO |       |

## Signatures

Kenneth A. Olson under POA for David D.  
Wolf

01/09/2013

\_\_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) 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.
  - (3) 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.
  - (4) Issuance of shares from previous RSU grant based on meeting terms and timing of deferral election.
  - (5) Issuance of 20% of RSU shares pursuant to a Rule 16b-3 Plan per deferral election in place at date of grant.

### Remarks:

Shares sold were to cover taxes due from RSU shares issuance.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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