

Wolf David D  
Form 4  
January 09, 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 \*  
Wolf David D

(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)

01/08/2013

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 \_\_\_\_ Other (specify  
below) below)  
Exec VP and CFO

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				(A) or (D)	Price		Held in the Company's 401(k) Plan
Class A Common Stock	01/08/2013		M	13,333 (4)	A \$ 35.535	13,333	D
Class A Common Stock	01/09/2013		M	6,071 (4)	A \$ 35.645	19,404	D
Class A	01/09/2013		S	535	D \$ 35	18,869	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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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. 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
						Date Exercisable    Expiration Date	Title
				Code    V    (A)    (D)			
NSO	\$ 41.18					08/04/2011    08/03/2018	Class A Common Stock

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

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wolf David D C/O BERRY PETROLEUM COMPANY 1999 BROADWAY, SUITE 3700 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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