

BERRY PETROLEUM CO
Form 4
March 06, 2013

FORM 4

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

OMB APPROVAL

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

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 *
CRAWFORD GEORGE T

(Last) (First) (Middle)

C/O BERRY PETROLEUM COMPANY, 5201 TRUXTUN AVE.

(Street)

BAKERSFIELD, CA 93309

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
BERRY PETROLEUM CO [BRY]

3. Date of Earliest Transaction (Month/Day/Year)
03/04/2013

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 below) _____ Other (specify below)

Snr VP of CA Production

6. Individual or Joint/Group Filing(Check Applicable Line)

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Class A Common Stock					4,393	I	Held in 401(k) Plan
Class A Common Stock	03/04/2013		M	1,473 (5) A \$ 45.8	8,096	D	
Class A Common Stock	03/04/2013		M	5,382 (6) A \$ 46.05	13,478	D	
Class A Common	03/04/2013		S	159 D \$ 45.694	13,319	D	

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Stock

Class A Common Stock	03/04/2013	S	100	D	\$ 45.704	13,219	D
Class A Common Stock	03/04/2013	S	300	D	\$ 45.705	12,919	D
Class A Common Stock	03/05/2013	S	918	D	\$ 46.313	12,001	D
Class A Common Stock	03/05/2013	S	400	D	\$ 46.321	11,601	D
Class A Common Stock	03/05/2013	S	700	D	\$ 46.322	10,901	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 Underly (Instr. 3)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Nonstatutory Stock Option 12-15-05	\$ 30.645					12/15/2006	12/15/2015	Class Comm Stoc
Nonstatutory Stock Option 12-15-06	\$ 32.565					12/15/2007	12/14/2016	Class Comm Stoc
2007 Restricted Stock Unit ⁽¹⁾	\$ 0 ⁽²⁾					12/14/2008 ⁽³⁾	12/13/2017 ⁽⁴⁾	Class Comm Stoc
NSO 2007	\$ 43.61					12/14/2008	12/13/2017	Class Comm

2008										Class
Restricted	\$ 0 ⁽²⁾					12/12/2009 ⁽³⁾	12/11/2018 ⁽⁴⁾			Comm
Stock Units ⁽¹⁾										Stoc
2009										Class
Restricted	\$ 0					12/11/2010	12/11/2019			Comm
Stock Units										Stoc
March 2011										Class
Employee	\$ 0					03/02/2012	03/02/2021			Comm
RSU Grant										Stoc
Non-Statutory										Class
Stock Option	\$ 48.5					03/02/2012	03/02/2021			Comm
3-2-2011 -										Stoc
\$48.50										
Perf Based	\$ 0					12/31/2013	03/02/2021			Class
RSU 3-2-2011										Comm
										Stoc
Non Statutory										Class
Stock Option	\$ 53.02					03/02/2013	03/02/2022			Comm
3-2-12										Stoc
Perf Based	\$ 0					12/31/2014	03/02/2022			Class
RSUs 3-2-12										Comm
										Stoc
March 4, 2013										Class
Employee	\$ 0 ⁽²⁾	03/04/2013		M	14,116	03/04/2014	03/04/2023			Comm
RSU Grant ⁽¹⁾					⁽⁷⁾					Stoc
March 2, 2012										Class
Employee	\$ 0	03/04/2013		M	1,473	03/02/2013	03/02/2022			Comm
RSU Grant					⁽⁵⁾					Stoc
Perf Based	\$ 0	03/04/2013		M	5,382	12/31/2012	12/31/2012			Class
RSUs 3-16-10					⁽⁶⁾					Comm
										Stoc
Perf Based	\$ 0	03/04/2013		M	2,879	12/31/2012	12/31/2012			Class
RSUs 3-16-10					⁽⁸⁾					Comm
										Stoc

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CRAWFORD GEORGE T C/O BERRY PETROLEUM COMPANY 5201 TRUXTUN AVE.			Snr VP of CA Production	

BAKERSFIELD, CA 93309

Signatures

Kenneth A Olson under POA for George
Crawford

03/06/2013

__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) 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) Vested shares issued pursuant to Rule 16b-3 plan.
- (6) Performance Shares issued pursuant to terms of Award Agreement under Rule 16b-3 Plan.
- (7) Grant of Restricted Stock Unit (RSU) under the Company's 2010 Equity Incentive Plan in a transaction exempt under Rule 16b-3(c). RSUs vest 25% per year from date of grant.
- (8) Performance Shares cancelled in excess of shares issued under terms of Performance Share Plan.

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