

YOUNG MARTIN H JR

Form 4

March 06, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
YOUNG MARTIN H JR

(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)

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)

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 Ownership (Instr. 4)
				(A) or (D)			
Class A Common Stock			Code V Amount (D) Price		40,000	D	
Class A Common Stock					7,500	I	Held in Charitable Remainder Trust

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

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information contained in this form are not
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SEC 1474
(9-02)

displays a currently valid OMB control 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 of Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount
Phantom Stock Units ⁽¹⁾	\$ 0 ⁽¹⁾							08/08/1988 ⁽²⁾	08/08/1988 ⁽²⁾	Class A Common Stock	9,000,000
Nonstatutory Stock Option 12-15-05	\$ 30.645							12/15/2005	12/15/2015	Class A Common Stock	1,000,000
Nonstatutory Stock Option 12-15-06	\$ 32.565							12/15/2006	12/14/2016	Class A Common Stock	1,000,000
2007 Restricted Stock Unit ⁽¹⁾	\$ 0 ⁽³⁾							01/01/2008 ⁽⁴⁾	12/13/2017	Class A Common Stock	1,000,000
NSO 2007	\$ 43.61							12/14/2007	12/13/2017	Class A Common Stock	1,000,000
March 2011 Director RSU ⁽¹⁾	\$ 0 ⁽³⁾							03/02/2011 ⁽⁴⁾	03/02/2021	Class A Common Stock	1,000,000
March 2 2012 Director RSU Grant	\$ 0							03/02/2012	03/02/2022	Class A Common Stock	1,000,000
March 4, 2013 Director RSU Grant ⁽¹⁾	\$ 0 ⁽³⁾	03/04/2013		M	2,629 ⁽⁵⁾			03/04/2013	03/04/2023	Class A Common Stock	1,000,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

YOUNG MARTIN H JR
C/O BERRY PETROLEUM COMPANY
1999 BROADWAY, SUITE 3700
DENVER, CO 80202

Signatures

Kenneth A Olson under POA for Martin
Young

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) 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.

(3) Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock

(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) Grant of Restricted Stock Unit (RSU) under the Company's 2005 Equity Incentive Plan in a transaction exempt under Rule 16b-3(c). RSUs are 100% vested on date of grant.

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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