YOUNG MARTIN H JR

Form 4 October 02, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

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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

See Instruction

1(b).

(Print or Type Responses)

YOUNG MARTIN H JR	Symbol	Name and Ticker or T PETROLEUM CO	_	S. Relationship of Reporting Person(s) to Issuer				
(Last) (First) (Mid C/O BERRY PETROLEUM COMPANY 5201 TRUXTUN		Earliest Transaction ay/Year)	, ,	(Check all applicable) Director 10% Owner Officer (give title below) Other (specify below)				
(Street)		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			
BAKERSFIELD, CA 93309				Form filed by Person	More than One R	eporting		
(City) (State) (Z	Table	e I - Non-Derivative S	ecurities Ac	quired, Disposed	of, or Beneficia	lly Owned		
1.Title of Security (Month/Day/Year) (Instr. 3)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securit. TransactionAcquired Code Disposed (Instr. 8) (Instr. 3, 4) Code V Amount	(A) or of (D)	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				20,000	D			
Reminder: Report on a separate line fo	or each class of secur	ities beneficially owne	d directly or	indirectly				

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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)	Code		nof Derivative		ative es d	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and An Underlying Sec (Instr. 3 and 4)	
				Code	V	(A	A)	(D)	Date Exercisable	Expiration Date	Title C	,
Nonstatutory Stock Options 12-2-99	\$ 7.0312								12/02/1999	12/02/2009	Class A Common Stock	
Nonstatutory Stock Options 12-2-2000	\$ 7.8438								12/02/2000	12/02/2010	Class A Common Stock	
Nonstatutory Stock Options 12-2-01	\$ 7.725								12/02/2001	12/02/2011	Class A Common Stock	
Nonstatutory Stock Options 12-2-02	\$ 8.07								12/02/2002	12/02/2012	Class A Common Stock	
Nonstatutory Stock Options 12-2-03	\$ 9.61								12/02/2003	12/02/2013	Class A Common Stock	
Nonstatutory Stock Options 12-2-04	\$ 21.77								12/02/2004	12/02/2014	Class A Common Stock	
Nonstatutory Stock Option 12-15-05	\$ 30.645								12/15/2005	12/15/2015	Class A Common Stock	
Nonstatutory Stock Option 12-15-06	\$ 32.565								12/15/2006	12/14/2016	Class A Common Stock	
2007 Restricted Stock Unit (1)	\$ 0								01/01/2008(2)	12/13/2017(3)	Class A Common Stock	
NSO 2007	\$ 43.61								12/14/2007	12/13/2017	Class A	

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Common Stock

Phantom

Stock Units \$ 0 09/30/2008 A 1,171 08/08/1988 08/08/1988

Class A Common Stock

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

YOUNG MARTIN H JR C/O BERRY PETROLEUM COMPANY 5201 TRUXTUN BAKERSFIELD, CA 93309

Signatures

Kenneth A Olson under POA for Martin Young 10/02/2008

**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 is 100% vested at the date of grant but the receipt of shares are subject to a deferral period which is generally at least four years from the 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) 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.

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

Reporting Owners 3