### Edgar Filing: Keller John Frank - Form 4

Keller John F Form 4	Frank								
January 04, 2	2011								
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION						т	PPROVAL		
UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549					OMB Number:	3235-0287			
Check thi		V V 660	inigton,	D.C. 200			Expires:	January 31 2005	
if no long subject to Section 1 Form 4 or	6. <b>SIAIE</b>	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES							
Form 5 obligatior may conti <i>See</i> Instru 1(b).	inue. Section 17	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 R	Responses)								
1. Name and A Keller John	Symbol	2. Issuer Name <b>and</b> Ticker or Trading Symbol BERRY PETROLEUM CO [BRY]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last)	(First) (	(Middle) 3. Date of	3. Date of Earliest Transaction			(Check an appreade)			
	( PETROLEUM , 1999 BROAD )		-			Director Officer (give below)		6 Owner er (specify	
	(Street)	treet) 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			
DENVER, C	CO 80202						More than One R		
(City)	(State)	(Zip) Table	e I - Non-D	erivative S	ecurities Ac	quired, Disposed o	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year		Code	4. Securit onAcquired Disposed (Instr. 3,	(A) or of (D)	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	<ul><li>(A)</li><li>or</li><li>(D) Price</li></ul>	Reported Transaction(s) (Instr. 3 and 4)			
Class A Common Stock						1,200	D		
Reminder: Ren	ort on a separate lin	e for each class of secu	rities benefi	cially own	ed directly or	indirectly			

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Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02) required to respond unless the form 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. Transactio Code (Instr. 8)		Date (Month/Day/Yea	6. Date Exercisable and Expiration Date Month/Day/Year)		7. Title and Amo Underlying Secur (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Am or Nu of S	
Nonstatutory Stock Option 38.0025	\$ 38.0025					02/02/2006	02/01/2016	Class A Common Stock	10	
Nonstatutory Stock Option 12-15-06	\$ 32.565					12/15/2006	12/14/2016	Class A Common Stock	10	
2007 Restricted Stock Unit <u>(1)</u>	\$ 0					01/01/2008(2)	12/13/2017 <u>(3)</u>	Class A Common Stock	1,	
NSO 2007	\$ 43.61					12/14/2007	12/13/2017	Class A Common Stock	3,	
Phantom Stock Units	\$ 0 <u>(4)</u>	12/31/2010		А	430 (5)	08/08/1988	08/08/1988	Class A Common Stock	21	

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# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	rector 10% Owner Officer		Other		
Keller John Frank C/O BERRY PETROLEUM COMPANY 1999 BROADWAY, SUITE 3700 DENVER, CO 80202						
Signatures						
Kenneth A Olson under POA for John Keller	01	/04/2011				
<u>**</u> 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).

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- (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.
- (5) 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.