DUGINSKI MICHAEL

Form 4/A

August 08, 2011

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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OMB APPROVAL

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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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * DUGINSKI MICHAEL		2. Issuer Name and Ticker or Trading Symbol BERRY PETROLEUM CO [BRY]				I	5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle) C/O BERRY PETROLEUM COMPANY, 1999 BROADWAY, SUITE 3700			3. Date of Earliest Transaction (Month/Day/Year) 08/01/2011				- - b	(Check all applicable) Director 10% Owner Other (specify below) Exec. VP & COO		
Filed(Filed(Me	iled(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Tal	ole I - Non-	Derivative	Secu	rities Acqui	ired, Disposed of,	or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction D (Month/Day/Yea			Code (Instr. 3, 4 and 5) (Instr. 8) (A) or			(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								12,984	I	Held in 401(k) Plan
Class A Common Stock	08/01/2011			M	10,000 (7)	A	\$ 9.97	31,768	D	
Class A Common Stock	08/01/2011			S	10,000 (7)	D	\$ 58.6475	21,768	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)	4. Transacti Code (Instr. 8)	Secu Acq or D (D)	eurities quired (A) Disposed of str. 3, 4,	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Underlying (Instr. 3 and
			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Nonstatutory Stock Option 11-23-04	\$ 21.58					11/23/2005	11/23/2014	Class A Common Stock
Nonstatutory Stock Option 12-15-05	\$ 30.645					12/15/2006	12/15/2015	Class A Common Stock
Nonstatutory Stock Option 12-15-06	\$ 32.565					12/15/2007	12/14/2016	Class A Common Stock
2007 Restricted Stock Unit (1)	\$ 0 (2)					12/14/2008(3)	12/13/2017(4)	Class A Common Stock
NSO 2007	\$ 43.61					12/14/2008	12/13/2017	Class A Common Stock
2008 Restricted Stock Units (1)	\$ 0 (2)					12/12/2009(3)	12/11/2018(4)	Class A Common Stock
2009 Restricted Stock Units	\$ 0					12/11/2010	12/11/2019	Class A Common Stock
Perf Based RSUs 3-16-10	\$ 0 (5)					12/31/2012(5)	12/31/2012	Class A Common Stock
March 2011 Employee RSU Grant	\$ 0					03/02/2012	03/02/2021	Class A Common Stock

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Non-Statutory Stock Option 3-3-2011 - \$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
Nonstatutory Stock Option 12-05-03	\$ 9.97	08/01/2011	M	10,000 (7)	12/05/2004	12/05/2013	Class A Common Stock

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

DUGINSKI MICHAEL C/O BERRY PETROLEUM COMPANY 1999 BROADWAY, SUITE 3700 DENVER, CO 80202

Exec. VP & COO

Signatures

Kenneth A Olson under POA for Michael Duginski

08/08/2011 Date

**Signature of Reporting Person

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) Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock if certain pre-established performance factors, as set forth in the Company's Form 8-K dated March 18, 2010, are met.
- (6) Per the Agreement this is the maximum number of performance based RSUs that may be received if all performance factors are achieved as outlined in the Form 8-K dated March 18, 2010.
- (7) Options exercised and shares sold under a 10b5-1 Plan established by filer.

Remarks:

This Form 4A is being filed to correct the number of derivative securities from the NSO Grant of 12-5-03 owned after the Aug 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.

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