#### **BUSCH RALPH B III**

Form 4

January 23, 2013

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB 32

Number: 3235-0287

Synings: January 31,

**OMB APPROVAL** 

Expires: 2005
Estimated average

burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

Check this box if no longer subject to Section 16. Form 4 or

Form 4 or
Form 5
obligations
may continue.

See Instruction

Filed pursua
Section 17(a) of

1. Name and Address of Reporting Person \*

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

2. Issuer Name and Ticker or Trading

BERRY PETROLEUM CO [BRY]

Symbol

1(b).

(Print or Type Responses)

**BUSCH RALPH B III** 

							(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction							
			(Month/Day/Year)				Director		_ 10% Owner	
C/O BERRY PETROLEUM			01/23/2	013			Officer (g		Other (specify	
COMPAN	Y, 1999 BROAD		01/20/2	.010			below)	below)		
		W111,								
SUITE 370	)()									
	(Street)		4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check			
Filed(Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person						
DENVER,	CO 80202						Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Tab	le I - Non-I	Derivative S	Securities Ac	equired, Disposed	l of, or Benefic	ially Owned	
1.Title of Security	2. Transaction Dat (Month/Day/Year)			3. Transactio	4. Securition(A) or Dis		5. Amount of Securities	6. Ownership	7. Nature of Indirect	
(Instr. 3)		any (Month/Da	av/Year)	Code (Instr. 8)	(D) (Instr. 3, 4	l and 5)	Beneficially Owned	Form: Direct (D) or	Beneficial Ownership	
		(1.1011111/2)		(1110411 0)	(211041, 5,	0)	Following	Indirect (I)	(Instr. 4)	
						(A) or	Reported Transaction(s)	(Instr. 4)		
~· .				Code V	Amount	(D) Price	(Instr. 3 and 4)			
Class A Common							218,911	D		
Stock							210,911	2		
									As	
Class A									Co-Trustee	
Common							123,500	I	of Union	
							123,300	1	Bank Trust	
Stock										
									Shares	
Class A							29,425	I	As	
Common							27,123	1	Custodian	
Stock									for Minor	

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									Children
Class A Common Stock	01/23/2013	J <u>(5)</u>	V	70,000	A	\$ 0	76,500	I	Busch Family Foundation
Class A Common Stock	01/23/2013	J <u>(6)</u>	V	70,000	D	\$0	0	I	As Co-Trustee of Charitable Trust

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(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. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Date (Month/Day/Year	le and Expiration	7. Title and A Underlying S (Instr. 3 and	Securiti
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amor or Numl of Sh
Nonstatutory Stock Options 12-2-03	\$ 9.61					12/02/2003	12/02/2013	Class A Common Stock	10,0
Nonstatutory Stock Options 12-2-04	\$ 21.77					12/02/2004	12/02/2014	Class A Common Stock	10,0
Nonstatutory Stock Option 12-15-05	\$ 30.645					12/15/2005	12/15/2015	Class A Common Stock	10,0
Phantom Stock Units	\$ 0 (1)					08/08/1988(2)	08/08/1988(2)	Class A Common Stock	47,1
	\$ 32.565					12/15/2006	12/14/2016		10,0

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Nonstatutory Stock Option 12-15-06				Class A Common Stock	
2007 Restricted Stock Unit (1)	\$ 0 <u>(3)</u>	01/01/2008(4)	12/13/2017	Class A Common Stock	79
NSO 2007	\$ 43.61	12/14/2007	12/13/2017	Class A Common Stock	3,9
March 2011 Director RSU	\$ 0 <u>(3)</u>	03/02/2011(4)	03/02/2021	Class A Common Stock	2,4
March 2 2012 Director RSU Grant	\$ 0	03/02/2012	03/02/2022	Class A Common Stock	2,2

### **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

BUSCH RALPH B III C/O BERRY PETROLEUM COMPANY 1999 BROADWAY, SUITE 3700 DENVER, CO 80202

## **Signatures**

Kenneth A Olson under POA for Ralph
Busch
01/23/2013

\*\*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
- 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) To report the transfer of shares from the Charitable Remainder Trust to the Busch Family Foundation. Both indirect holdings of filer.
- (6) To report transfer of shares from the Charitable Remainder Trust to the Busch Family Foundation. Both of which are indirect holdings.

#### Remarks:

Reporting Owners 3

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This Form 4 is being filed to report the transfer of 70,000 shares for Mr. Busch from the Charitable Remainder Trust to the Bu 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.