Wolf David D 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 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

1(b).

(Print or Type Responses)

			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)  C/O BERRY PETROLEUM  COMPANY, 1999 BROADWAY,  SUITE 3700			3. Date of Earliest Transaction (Month/Day/Year) 03/04/2013					Director 10% Owner Officer (give title Other (specify below) Exec VP and CFO			
DENVER,	(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 Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Ta	ble I - Non	-Derivativ	e Seci	ırities Acqu	ired, Disposed of	f, or Beneficia	ally Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution any (Month/Da	Date, if	3. Transactic Code (Instr. 8)	oror Dispos (Instr. 3,	ed of		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								9	I	Held in the Company's 401(k) Plan	
Class A Common Stock	03/04/2013			M	11,840 (5)	A	\$ 46.05	25,415	D		
Class A Common Stock	03/05/2013			S	4,522	D	\$ 46.261	20,893	D		
Class A	03/05/2013			S	100	D	\$	20,793	D		

**OMB APPROVAL** 

Estimated average

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Common 46.2649

Stock

Class A

Common 03/05/2013 S 300 D \$46.265 20,493 D

Stock

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)	3A. Deemed Execution Date, if any (Month/Day/Year)	Code Securities Acquired		6. Date Exercisab Date (Month/Day/Year	7. Title Under (Instr.		
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
RSU 8-4-08 (1)	\$ 0						08/04/2011(2)	08/03/2018(3)	Clas Com Sto
NSO	\$ 41.18						08/04/2011	08/03/2018	Clas Com Sto
2008 Restricted Stock Units (1)	\$ 0						12/12/2009(4)	12/11/2018(3)	Clas Com Sto
2009 Restricted Stock Units (1)	\$ 0						12/11/2010(4)	12/11/2019(3)	Clas Com Sto
March 2011 Employee RSU Grant	\$ 0						03/02/2012	03/02/2021	Clas Com Sto
Non-Statutory Stock Option 3-2-2011 - \$48.50	\$ 48.5						03/02/2012	03/02/2021	Clas Com Sto
Perf Based RSU 3-2-2011	\$ 0						12/31/2013	03/02/2021	Clas Com Sto

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March 2, 2012 Employee RSU Grant	\$ 0					03/02/2013	03/02/2022	Clas Com Sto
Non Statutory Stock Option 3-2-12	\$ 53.02					03/02/2013	03/02/2022	Clas Com Sto
Perf Based RSUs 3-2-12	\$ 0					12/31/2014	03/02/2022	Clas Com Sto
March 4, 2013 Employee RSU Grant (1)	\$ 0 (6)	03/04/2013	M	32,574 <u>(7)</u>		03/04/2014	03/04/2023	Clas Com Sto
Perf Based RSUs 3-16-10	\$ 0	03/04/2013	M		11,840 (5)	12/31/2012	03/15/2020	Clas Com Sto
Perf Based RSUs 3-16-10	\$ 0	03/04/2013	M		6,335 (8)	12/31/2012	03/15/2020	Clas Com Sto

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		

Wolf David D C/O BERRY PETROLEUM COMPANY 1999 BROADWAY, SUITE 3700 DENVER, CO 80202

Exec VP and CFO

Sto

## **Signatures**

Kenneth A. Olson under POA for David D. 03/06/2013 Wolf

> \*\*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).
- (2) Restricted Stock Units vest 100% 3 years after date of grant but are subject to a deferral election.
- 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 **(3)** the deferral election.
- 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.
- (5) Performance Shares issued pursuant to terms of Award Agreement under Rule 16b-3 Plan.
- (6) Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock

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- (7) Grant of Restricted Stock Unit (RSU) under the Company's 2010 Equity Incentive Plan in a transaction exempt under Rule 16b-3(c). RSUs vest 25% per year from date of grant.
- (8) Performance Shares cancelled in excess of shares issued under terms of Performance Share Plan.

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.