

BERRY PETROLEUM CO
Form 4
December 17, 2010

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
CRAWFORD GEORGE T

(Last) (First) (Middle)

C/O BERRY PETROLEUM COMPANY, 5201 TRUXTUN AVE.

(Street)

BAKERSFIELD, CA 93309

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
BERRY PETROLEUM CO [BRY]

3. Date of Earliest Transaction (Month/Day/Year)
12/15/2010

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
____ Officer (give title below) _____ Other (specify below)
Snr VP of CA Production

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount (A) or (D) Price | | |
| Class A Common Stock | 12/15/2010 | | M | | 1,500 ⁽⁹⁾ A \$ 42.895 2,517 | D | |
| Class A Common Stock | 12/15/2010 | | J | | 3 ⁽¹⁰⁾ A \$ 0 3,888 | I | Held in 401(k) Plan |
| Class A Common Stock | 12/17/2010 | | S | | 548 ⁽¹²⁾ D \$ 43.0567 1,969 | D | |

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

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(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. Transaction Code (Instr. 8) | 5. Number of Derivative Securities (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|
| Nonstatutory Stock Option 12-6-02 | \$ 8.25 | | | | | 12/06/2003 12/06/2012 | Class A Common Stock |
| Nonstatutory Stock Option 12-05-03 | \$ 9.97 | | | | | 12/05/2004 12/05/2013 | Class A Common Stock |
| 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 ⁽⁵⁾ | \$ 0 ⁽⁶⁾ | | | | | 12/12/2009 ⁽⁷⁾ 12/11/2018 ⁽⁸⁾ | Class A Common Stock |
| 2009 Restricted | \$ 0 | | | | | 12/11/2010 12/11/2019 | Class A Common |

| Stock Units | | | | | | | | Stock |
|-----------------------------------|------|------------|---|---------------|--|------------|------------|----------------------------|
| Perf Based RSUs 3-16-10 | \$ 0 | | | | | 12/31/2012 | 12/31/2012 | Class A Common Stock |
| 2006 Restricted Stock Units | \$ 0 | 12/15/2010 | M | 1,500 (11) | | 12/15/2007 | 12/14/2016 | Class A Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| CRAWFORD GEORGE T C/O BERRY PETROLEUM COMPANY 5201 TRUXTUN AVE. BAKERSFIELD, CA 93309 | | | Snr VP of CA Production | |

Signatures

Kenneth A Olson under POA for George
Crawford 12/17/2010

__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) 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) 1 for 1
 - (6) Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock
 - (7) 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.
 - (8) 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.
 - (9) Vested shares issued pursuant to Rule 16b-3 plan.
 - (10) Shares of Common Stock acquired by the reporting person in the Company's 401(k) Plan. All transactions were at market and were non-discretionary.
 - (11) Vesting of 25% of RSUs granted 12-15-2006 under a Rule 16b-3 Plan
 - (12) Shares sold to cover taxes on RSU vesting under Rule 16b-3 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.