

YOUNG MARTIN H JR  
Form 4  
May 16, 2011

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
YOUNG MARTIN H JR

2. Issuer Name and 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 Earliest Transaction (Month/Day/Year)  
05/16/2011

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_\_ Other (specify below)

C/O BERRY PETROLEUM COMPANY, 1999 BROADWAY, SUITE 3700

(Street)

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

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

DENVER, CO 80202

(City) (State) (Zip)

**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 Beneficial Ownership (Instr. 4) |            |       |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--------|---|--|---|------------|-------|
|                                 |                                      |  |                                | Code  | V | Amount |   |  |   | (A) or (D) | Price |
| Class A Common Stock            | 05/16/2011                           |  | M                              |   |   | 10,000 | A   | \$ 7.725   | 50,000  | D          |       |
| Class A Common Stock            | 05/16/2011                           |  | S                              |   |   | 7,700  | D   | \$ 46.01   | 42,300  | D          |       |
| Class A Common Stock            | 05/16/2011                           |  | S                              |   |   | 2,300  | D   | \$ 46.7  | 40,000  | 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 Acquired (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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code V                         | (A) (D)   | Date Exercisable Expiration Date                         | Title   |
| Phantom Stock Units <u>(1)</u>             | \$ 0 <u>(2)</u>  |                                      |  |                                |   | 08/08/1988 <sup>(3)</sup> 08/08/1988 <sup>(4)</sup>      | Class A Common Stock                              |
| Nonstatutory Stock Options 12-2-02         | \$ 8.07  |                                      |  |                                |   | 12/02/2002 12/02/2012                                    | Class A Common Stock                              |
| Nonstatutory Stock Options 12-2-03         | \$ 9.61  |                                      |  |                                |   | 12/02/2003 12/02/2013                                    | Class A Common Stock                              |
| Nonstatutory Stock Options 12-2-04         | \$ 21.77   |                                      |  |                                |   | 12/02/2004 12/02/2014                                    | Class A Common Stock                              |
| Nonstatutory Stock Option 12-15-05         | \$ 30.645  |                                      |  |                                |   | 12/15/2005 12/15/2015                                    | Class A Common Stock                              |
| Nonstatutory Stock Option 12-15-06         | \$ 32.565  |                                      |  |                                |   | 12/15/2006 12/14/2016                                    | Class A Common Stock                              |
| 2007 Restricted Stock Unit <u>(5)</u>      | \$ 0   |                                      |  |                                |   | 01/01/2008 <sup>(6)</sup> 12/13/2017 <sup>(7)</sup>      | Class A Common Stock                              |
| NSO 2007                                   | \$ 43.61   |                                      |  |                                |   | 12/14/2007 12/13/2017                                    | Class A Common Stock                              |
|  | \$ 0   |                                      |  |                                |   | 03/02/2011 03/02/2021                                    |   |

|   |          |            |   |               |            |            |  |  |                            |
|---|----------|------------|---|---------------|------------|------------|--|--|----------------------------|
| March 2011<br>Director RSU                  |          |            |   |               |            |            |  |  | Class A<br>Common<br>Stock |
| Nonstatutory<br>Stock<br>Options<br>12-2-01 | \$ 7.725 | 05/16/2011 | M | 10,000<br>(8) | 12/02/2001 | 12/02/2011 |  |  | Class A<br>Common<br>Stock |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| YOUNG MARTIN H JR<br>C/O BERRY PETROLEUM COMPANY<br>1999 BROADWAY, SUITE 3700<br>DENVER, CO 80202 |               |           |         |       |

## Signatures

|   |            |
|---|------------|
| Kenneth A Olson under POA for Martin<br>Young | 05/16/2011 |
| <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).
- (1) 1 for 1
- (2) 1 for 1
- (3) 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.
- (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) 1 for 1
- (6) 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.
- (7) 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.
- (8) Options exercised and shares sold under a 10b5-1 Plan established by filer.
- (9) Options exercised and shares sold under a 10b5-1 Plan established by filer.
- (10) Options exercised and shares sold under a 10b5-1 Plan established by filer.

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.