BERRY PETROLEUM CO

Form 4 June 22, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

3235-0287 Number: January 31, Expires:

2005 Estimated average

burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

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

Form 5 obligations may continue.

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 See Instruction

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

(Last) (First) (Middle) C/O BERRY PETROLEUM COMPANY, 1999 BROADWAY,			Symbol BERRY	Symbol BERRY PETROLEUM CO [BRY]					(Check all applicable)			
			(Month/D	3. Date of Earliest Transaction (Month/Day/Year) 06/21/2010						(Check all applicable) Director 10% Owner Officer (give title Other (specify below) Corporate Secretary		
SUITE 370									C	orporate secreta	пу	
DEMIED		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					
DENVER,	CO 80202								Person	y more unun one	rtoportung	
(City)	(State)	(Zip)	Tabl	e I - No	n-D	erivative	Secur	rities Ac	quired, Disposed	of, or Benefici	ially Owned	
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Yea	ansaction Date 2A. Deen ath/Day/Year) Executio any (Month/I		Transaction Code		4. Securities Acquired r(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)	
Class A Common Stock	06/21/2010			Code	V	Amount 179 (13)	(D)	Price \$ 0	3,305	I	Held in the Company's 401(k) Plan	
Class A Common Stock	06/21/2010			S		1,350	D	\$ 33.5	2,012	D		

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 (9-02)required to respond unless the form displays a currently valid OMB control

Edgar Filing: BERRY PETROLEUM CO - Form 4

number.

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)	Code	5. ionNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	8		7. Title and A Underlying S (Instr. 3 and 4	Secui
			Code V	(A) (D)		Expiration Date	Title	An or Nu of Sha
Nonstatutory Stock Option 11-23-04	\$ 21.58				11/23/2005	11/23/2014	Class A Common Stock	6,
Nonstatutory Stock Option 12-15-06	\$ 32.565				12/15/2007	12/14/2016	Class A Common Stock	2,
2006 Restricted Stock Units	\$ 0 (2)				12/15/2007(3)	12/14/2016 <u>(4)</u>	Class A Common Stock	
2007 Restricted Stock Unit (5)	\$ 0 (6)				12/14/2008(7)	12/13/2017(8)	Class A Common Stock	4
NSO 2007	\$ 43.61				12/14/2008	12/13/2017	Class A Common Stock	1,
2008 Restricted Stock Units	\$ 0 (10)				12/12/2009(11)	12/11/2018(12)	Class A Common Stock	3,
2009 Restricted Stock Units	\$ 0				12/11/2010	12/11/2019	Class A Common Stock	1,

Reporting Owners

Reporting Owner Name / Address Relationships

Reporting Owners 2

Edgar Filing: BERRY PETROLEUM CO - Form 4

Director 10% Owner Officer Other

OLSON KENNETH A C/O BERRY PETROLEUM COMPANY 1999 BROADWAY, SUITE 3700 DENVER, CO 80202

Corporate Secretary

Signatures

Kenneth A 06/22/2010 Olson

**Signature of Date
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 restricted stock units vests in four equal annual installments beginning December 15, 2007. Shares of Class A Common Stock will be delivered to the reporting person at the time of vesting.
- (4) The restricted stock units vests in four equal annual installments beginning December 15, 2007. Shares of Class A Common Stock will be delivered to the reporting person at the time of vesting.
- (**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)** 1 for 1
- (10) Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock
- (11) 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.
- (12) 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.
- (13) 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.

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.

Signatures 3