

BERRY PETROLEUM CO
Form 4
January 10, 2012

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)
01/09/2012

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	(D)	Price
Class A Common Stock					4,195	I	Held in 401(k) Plan
Class A Common Stock	01/09/2012		M		951 ⁽⁵⁾	A	\$ 44.395 2,920
Class A Common Stock	01/10/2012		S		331 ⁽⁷⁾	D	\$ 44.841 2,589
Class A Common Stock	01/10/2012		S		4 ⁽⁷⁾	D	\$ 44.8434 2,585

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Stock

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

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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 Amount of Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Nonstatutory Stock Option 12-15-05	\$ 30.645					12/15/2006 12/15/2015	Class A Common Stock 2
Nonstatutory Stock Option 12-15-06	\$ 32.565					12/15/2007 12/14/2016	Class A Common Stock 2
NSO 2007	\$ 43.61					12/14/2008 12/13/2017	Class A Common Stock 1
2008 Restricted Stock Units ⁽¹⁾	\$ 0 ⁽²⁾					12/12/2009 ⁽³⁾ 12/11/2018 ⁽⁴⁾	Class A Common Stock 2
2009 Restricted Stock Units	\$ 0					12/11/2010 12/11/2019	Class A Common Stock 1
Perf Based RSUs 3-16-10	\$ 0					12/31/2012 12/31/2012	Class A Common Stock 8
March 2011 Employee RSU Grant	\$ 0					03/02/2012 03/02/2021	Class A Common Stock 6
Non-Statutory Stock Option	\$ 48.5					03/02/2012 03/02/2021	Class A Common 7

