SEC Form 4

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
CROPPER STEVE	BERRY PETROLEUM CO [BRY]	X Director 10% Owner
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year)	Officer (give title below) Other (specify below)
C/O BERRY PETROLEUM COMPANY 1999 BROADWAY, SUITE 3700	03/02/2012	
(Street)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)
DENVER CO 80202		X Form filed by One Reporting Person
(City) (State) (Zip)		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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock								5,000	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Nonstatutory Stock Options 12-2-02	$8.07							12/02/2002	12/02/2012	Class A Common Stock	10,000		10,000	D	
Nonstatutory Stock Options 12-2-03	$9.61							12/02/2003	12/02/2013	Class A Common Stock	10,000		10,000	D	
Nonstatutory Stock Options 12-2-04	$21.77							12/02/2004	12/02/2014	Class A Common Stock	10,000		10,000	D	
Nonstatutory Stock Option 12-15-05	$30.645							12/15/2005	12/15/2015	Class A Common Stock	10,000		10,000	D	
Nonstatutory Stock Option 12-15-06	$32.565							12/15/2006	12/14/2016	Class A Common Stock	10,000		10,000	D	
2007 Restricted Stock Unit[1]	$0							01/01/2008[2]	12/13/2017[3]	Class A Common Stock	1,319		1,319	D	
NSO 2007	$43.61							12/14/2007	12/13/2017	Class A Common Stock	3,956		3,956	D	
Phantom Stock Units	$0							08/08/1988	08/08/1988	Class A Common Stock	3,586		3,586	D	
March 2011 Director RSU[1]	$0[4]							03/02/2011[3]	03/02/2021	Class A Common Stock	2,499		2,499	D	
March 2 2012 Director RSU Grant[1]	$0[4]	03/02/2012		A		2,264[5]		03/02/2012[5]	03/02/2022	Class A Common Stock	2,264	$0	2,264	D	

Explanation of Responses:

1. 1 for 1
2. 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.
3. 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.
4. Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock
5. Grant of Restricted Stock Unit (RSU) under the Company's 2005 Equity Incentive Plan in a transaction exempt under Rule 16b-3(c). RSUs are 100% vested one year from date of grant but are subject to an individual

deferral election on behalf of the Director.

<u>Kenneth A Olson under POA for Stephen Cropper</u> <u>03/02/2012</u>

** Signature of Reporting Person   Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

<u>Kenneth A Olson under POA for Stephen Cropper</u> <u>03/02/2012</u>

** Signature of Reporting Person   Date