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

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

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)
Canaday Shawn Michael	BERRY PETROLEUM CO [BRY]	

1. Name and Address of Reporting Person[*]

Canaday Shawn Michael

(Last) (First) (Middle)

C/O BERRY PETROLEUM COMPANY

5201 TRUXTUN AVE., SUITE 300

(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)
03/31/2009

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

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

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

Controller

6. Individual or Joint/Group Filing (Check Applicable Line)

X 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock								1,022	D	
Class A Common Stock	03/31/2009		J[(21)]	V	189[(22)]	A	$0	1,079	I	Held in the Company's 401(k) Plan

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 Option 12-05-03	$9.97							12/05/2004	12/05/2013	Class A Common Stock	5,000		5,000	D	
Nonstatutory Stock Option 12-15-05	$30.645							12/15/2006	12/15/2015	Class A Common Stock	10,000		10,000	D	
Nonstatutory Stock Option 11-23-04	$21.58							11/23/2005	11/23/2014	Class A Common Stock	10,000		10,000	D	
2005 Restricted Stock Units[(1)]	$0[(2)]							12/15/2006[(3)]	12/14/2015[(4)]	Class A Common Stock	250		250	D	
Restricted Stock Unit 4-20-06[(5)]	$0[(6)]							04/20/2009[(7)]	04/19/2016[(8)]	Class A Common Stock	2,400		2,400	D	
Nonstatutory Stock Option 12-15-06	$32.565							12/15/2007	12/14/2016	Class A Common Stock	12,500		12,500	D	
2006 Restricted Stock Units[(9)]	$0[(10)]							12/15/2007[(11)]	12/14/2016[(12)]	Class A Common Stock	500		500	D	
2007 Restricted Stock Unit[(13)]	$0[(14)]							12/14/2008[(15)]	12/13/2017[(16)]	Class A Common Stock	2,351		2,351	D	
NSO 2007	$43.61							12/14/2008	12/13/2017	Class A Common Stock	7,053		7,053	D	

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				
2008 Restricted Stock Units[17]	$0[18]							12/12/2009[19]	12/11/2018[20]	Class A Common Stock	14,333		14,333	D	

Explanation of Responses:

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, 2006. 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, 2006. 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. Restricted Stock Units vest 100% three years from date of grant on 4/20/2009.

8. Restricted Stock Units vest 100% three years from date of grant. Shares of Class A Common Stock will be delivered to the reporting person at the time of vesting.

9. Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock

10. Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock

11. 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.

12. 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.

13. 1 for 1

14. Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock

15. 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.

16. 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.

17. 1 for 1

18. Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock

19. 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.

20. 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.

21. 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.

22. 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.

Kenneth A Olson under POA for Shawn Canaday   04/02/2009

** 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.