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)
DUGINSKI MICHAEL	BERRY PETROLEUM CO [BRY]	

Reporting Person Address:
(Last) (First) (Middle)
C/O BERRY PETROLEUM COMPANY
1999 BROADWAY, SUITE 3700
(Street)
DENVER CO 80202
(City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
12/15/2009

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

Relationship (Check all applicable):
- Director
- X Officer (give title below)
- 10% Owner
- Other (specify below)

Exec. VP & COO

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								10,726	I	Held in 401(k) Plan
Class A Common Stock	12/15/2009		M[(9)]		2,500	A	$28.145	19,066	D	
Class A Common Stock	12/15/2009		M[(10)]		2,500	A	$28.145	21,566	D	
Class A Common Stock	12/15/2009		F[(19)]		1,524	D	$28.5968	20,042	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 Option 2-1-02	$7.445							02/01/2003	02/01/2012	Class A Common Stock	20,000		20,000	D	
Nonstatutory Stock Option 12-6-02	$8.25							12/06/2003	12/06/2012	Class A Common Stock	30,000		30,000	D	
Nonstatutory Stock Option 12-05-03	$9.97							12/05/2004	12/05/2013	Class A Common Stock	60,000		60,000	D	
Nonstatutory Stock Option 11-23-04	$21.58							11/23/2005	11/23/2014	Class A Common Stock	70,000		70,000	D	
Nonstatutory Stock Option 12-15-05	$30.645							12/15/2006	12/15/2015	Class A Common Stock	50,000		50,000	D	
Nonstatutory Stock Option 12-15-06	$32.565							12/15/2007	12/14/2016	Class A Common Stock	56,000		56,000	D	
2007 Restricted Stock Unit[(1)]	$0[(2)]							12/14/2008[(3)]	12/13/2017[(4)]	Class A Common Stock	12,039		12,039	D	
NSO 2007	$43.61							12/14/2008	12/13/2017	Class A Common Stock	36,133		36,133	D	
2008 Restricted Stock Units[(5)]	$0[(6)]							12/12/2009[(7)]	12/11/2018[(8)]	Class A Common Stock	70,000		70,000	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				
2009 Restricted Stock Units	$0							12/11/2010	12/11/2019	Class A Common Stock	42,919		42,919	D	
2005 Restricted Stock Units[11]	$0[12]	12/15/2009		M			2,500	12/15/2006[13]	12/14/2015[14]	Class A Common Stock	2,500	$28.145	0	D	
2006 Restricted Stock Units[15]	$0[16]	12/15/2009		M			2,500	12/15/2007[17]	12/14/2016[18]	Class A Common Stock	5,000	$28.145	2,500	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 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.

4. 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.

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. Vested shares issued pursuant to Rule 16b-3 plan.

10. Vested shares issued pursuant to Rule 16b-3 plan.

11. 1 for 1

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

13. 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.

14. 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.

15. 1 for 1

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

17. 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.

18. 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.

19. Shares sold to cover taxes on RSU vesting under Rule 16b-3 Plan.

Kenneth A Olson under POA for Michael Duginski	12/17/2009
** 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.

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