HEINEMANN ROBERT
Form 4
January 04, 2011

FORM 4

OMB APPROVAL

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

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

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 * HEINEMANN ROBERT	2. Issuer Name **and** Ticker or Trading Symbol BERRY PETROLEUM CO [BRY]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year) 12/31/2010	_____ Director _____ 10% Owner _____ Officer (give title _____ Other (specify below) below) President and CEO
C/O BERRY PETROLEUM COMPANY, 1999 BROADWAY, SUITE 3700		
(Street)	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 Person
DENVER, CO 80202		
(City) (State) (Zip)		

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								128,746	D	
Class A Common Stock	12/31/2010		J		9 (17)	D	$ 0	12,080	I	Held in 401(k) Plan

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 Am Underlying Sec (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	A N S
Nonstatutory Stock Options 12-2-02	$ 8.07							12/02/2002	12/02/2012	Class A Common Stock	
Nonstatutory Stock Options 12-2-03	$ 9.61							12/02/2003	12/02/2013	Class A Common Stock	
Nonstatutory Stock Option 6-16-04	$ 14.375							06/16/2005	06/16/2014	Class A Common Stock	2
Nonstatutory Stock Option 11-23-04	$ 21.58							11/23/2005	11/23/2014	Class A Common Stock	1
Nonstatutory Stock Option 12-15-05	$ 30.645							12/15/2006	12/15/2015	Class A Common Stock	1
Phantom Stock Units [1]	$ 0							08/08/1988	08/08/1988	Class A Common Stock	
Nonstatutory Stock Option 12-15-06	$ 32.565							12/15/2007	12/14/2016	Class A Common Stock	1
2007 Restricted Stock Unit [3]	$ 0 [4]							12/14/2008[5]	12/13/2017[6]	Class A Common Stock	
NSO 2007	$ 43.61							12/14/2008	12/13/2017	Class A Common Stock	8

2008 Restricted Stock Units [7]	$ 0 [8]				12/12/2009[9]	12/11/2018[10]	Class A Common Stock
2009 Restricted Stock Units	$ 0				12/11/2010	12/11/2019	Class A Common Stock
Perf Based RSUs 3-16-10 [11]	$ 0 [12]				12/31/2012[13]	12/31/2012	Class A Common Stock
Phantom Stock Units	$ 0 [15]	12/31/2010	A	5 [16]	08/08/1988	08/08/1988	Class A Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HEINEMANN ROBERT C/O BERRY PETROLEUM COMPANY 1999 BROADWAY, SUITE 3700 DENVER, CO 80202			President and CEO	

Signatures

Kenneth A Olson under POA for Robert Heinemann	01/04/2011
[**]Signature of Reporting Person	Date

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) Phantom Stock Units acquired under the Company's Non-Employee Director Deferred Compensation Plan in a transaction exempt under Rule 16b-3(c). Shares of Common Stock are issued under terms of the Plan upon resignation from the board of directors.

(3) 1 for 1

(4) Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock

(5) 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.

(6) 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.

(7) 1 for 1

(8) Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock

(9) 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.

(10) 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.

(11) 1 for 1

(12) Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock if certain pre-established performance factors, as set forth in the Company's Form 8-K dated March 18, 2010, are met.

(13) Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock if certain pre-established performance factors, as set forth in the Company's Form 8-K dated March 18, 2010, are met.

(14) Per the Agreement this is the maximum number of performance based RSUs that may be received if all performance factors are achieved as outlined in the Form 8-K dated March 18, 2010.

(15) Phantom Stock Units acquired under the Company's Non-Employee Director Deferred Compensation Plan in a transaction exempt under Rule 16b-3(c). Shares of Common Stock are issued under terms of the Plan upon resignation from the board of directors.

(16) Phantom Stock Units acquired under the Company's Non-Employee Director Deferred Compensation Plan in a transaction exempt under Rule 16b-3(c). Shares of Common Stock are issued under terms of the Plan upon resignation from the board of directors.

(17) Changes in the number of shares of Common Stock held in the individuals 401(k) account due to required maintenance of cash position. All transactions were at market and non-discretionary.

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