#### GAUL J HERBERT JR

Form 4 March 03, 2011

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB

**OMB APPROVAL** 

3235-0287 Number:

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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * GAUL J HERBERT JR			2. Issuer Name <b>and</b> Ticker or Trading Symbol BERRY PETROLEUM CO [BRY]				5. Relationship of Reporting Person(s) to Issuer			
	(First) Y PETROLEUI Y, 1999 BROAI		3. Date of (Month/D 03/02/20	•	ansaction			Director Officer (give below)		Owner r (specify
DENVER, (	(Street)			ndment, Da th/Day/Year	U	I		6. Individual or Jo Applicable Line) _X_ Form filed by O Form filed by M Person	•	rson
(City)	(State)	(Zip)	Table	e I - Non-D	erivative (	Secur	ities Acq	uired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction D (Month/Day/Yea	r) Execution	med on Date, if Day/Year)	3. Transactio Code (Instr. 8)	4. Securitor(A) or Di (Instr. 3,	spose	d of (D)	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)
Class A Common Stock	03/02/2011			M	2,499 (11)	A	\$ 48.03	42,499	D	

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)

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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. Transactio Code (Instr. 8)	5. Numb n Derivati Securitic Acquire Dispose (Instr. 3	ve es d (A) or d of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title a Underlyi (Instr. 3
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Nonstatutory Stock Option 12-15-05	\$ 30.645						12/15/2005	12/15/2015	Class Comm Stock
Phantom Stock Units	\$ 0 (2)						08/08/1988(3)	08/08/1988(4)	Class Comm Stock
Nonstatutory Stock Option 12-15-06	\$ 32.565						12/15/2006	12/14/2016	Class Comm Stock
2007 Restricted Stock Unit (5)	\$ 0						01/01/2008(6)	12/13/2017 <u>(7)</u>	Class Comm Stock
NSO 2007	\$ 43.61						12/14/2007	12/13/2017	Class Comm Stock
March 2011 Director RSU	\$ 0 (9)	03/02/2011		A	2,499		03/02/2011(10)	03/02/2021	Class Comm Stock
March 2011 Director RSU	\$ 0	03/02/2011		M(13)		2,499	03/02/2011	03/02/2021	Class Comm Stock

# **Reporting Owners**

Reporting Owner Name / Address	Relation	iships

Director 10% Owner Officer Other

GAUL J HERBERT JR C/O BERRY PETROLEUM COMPANY 1999 BROADWAY, SUITE 3700 DENVER, CO 80202

# **Signatures**

Kenneth A Olson under POA for J.
Gaul
03/03/2011

\*\*Signature of Reporting Person Date

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## **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) 1 for 1
- (3) 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.
- (4) 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.
- (**5**) 1 for 1
- (6) 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.
- (7) 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.
- (8) 1 for 1
- (9) Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock
- (10) 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 on date of grant.
- (11) Vested shares issued pursuant to Rule 16b-3 plan.
- (12) 1 for 1
- (13) Vested shares issued pursuant to Rule 16b-3 plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.