

HEINEMANN ROBERT  
Form 4  
November 07, 2012

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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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)  
C/O BERRY PETROLEUM COMPANY, 1999 BROADWAY, SUITE 3700

3. Date of Earliest Transaction (Month/Day/Year)  
11/05/2012

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below)  
\_\_\_\_ 10% Owner  
\_\_\_\_ Other (specify below)  
President and CEO

(Street)  
DENVER, CO 80202

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

(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)
				(A) or (D)	Price		
Class A Common Stock					14,271	I	Held in 401(k) Plan
Class A Common Stock	11/05/2012		P	200	A \$ 33.26	227,325	D
Class A Common Stock	11/05/2012		P	100	A \$ 33.265	227,425	D
Class A Common Stock	11/05/2012		P	100	A \$ 33.31	227,525	D

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Common Stock							
Class A Common Stock	11/05/2012	P	100	A	\$ 33.33	227,625	D
Class A Common Stock	11/05/2012	P	200	A	\$ 33.35	227,825	D
Class A Common Stock	11/05/2012	P	682	A	\$ 33.36	228,507	D
Class A Common Stock	11/05/2012	P	762	A	\$ 33.37	229,269	D
Class A Common Stock	11/05/2012	P	1,300	A	\$ 33.38	230,569	D
Class A Common Stock	11/05/2012	P	300	A	\$ 33.3833	230,869	D
Class A Common Stock	11/05/2012	P	1,300	A	\$ 33.39	232,169	D
Class A Common Stock	11/05/2012	P	356	A	\$ 33.3928	232,525	D
Class A Common Stock	11/05/2012	P	1,200	A	\$ 33.4	233,725	D
Class A Common Stock	11/05/2012	P	300	A	\$ 33.41	234,025	D
Class A Common Stock	11/05/2012	P	300	A	\$ 33.42	234,325	D
Class A Common Stock	11/05/2012	P	400	A	\$ 33.43	234,725	D
Class A Common Stock	11/05/2012	P	1,000	A	\$ 33.44	235,725	D
Class A Common Stock	11/05/2012	P	200	A	\$ 33.45	235,925	D

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Class A Common Stock	11/05/2012	P	600	A	\$ 33.46	236,525	D
Class A Common Stock	11/05/2012	P	200	A	\$ 33.47	236,725	D
Class A Common Stock	11/05/2012	P	200	A	\$ 33.48	236,925	D
Class A Common Stock	11/05/2012	P	200	A	\$ 33.51	237,125	D

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

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(9-02)

**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 Underlying Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Am Nun Sha
Nonstatutory Stock Option 11-23-04	\$ 21.58					11/23/2005	11/23/2014	Class A Common Stock	10
Nonstatutory Stock Option 12-15-05	\$ 30.645					12/15/2006	12/15/2015	Class A Common Stock	15
Phantom Stock Units <sup>(1)</sup>	\$ 0					08/08/1988	08/08/1988	Class A Common Stock	3
Nonstatutory Stock Option 12-15-06	\$ 32.565					12/15/2007	12/14/2016	Class A Common Stock	17

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2007 Restricted Stock Unit <sup>(1)</sup>	\$ 0 <sup>(3)</sup>	12/14/2008 <sup>(4)</sup>	12/13/2017 <sup>(5)</sup>	Class A Common Stock	23
NSO 2007	\$ 43.61	12/14/2008	12/13/2017	Class A Common Stock	89
2008 Restricted Stock Units <sup>(1)</sup>	\$ 0 <sup>(3)</sup>	12/12/2009 <sup>(4)</sup>	12/11/2018 <sup>(5)</sup>	Class A Common Stock	17
2009 Restricted Stock Units	\$ 0	12/11/2010	12/11/2019	Class A Common Stock	97
Perf Based RSUs 3-16-10 <sup>(1)</sup>	\$ 0 <sup>(6)</sup>	12/31/2012 <sup>(6)</sup>	12/31/2012	Class A Common Stock	42
March 2011 Employee RSU Grant	\$ 0	03/02/2012	03/02/2021	Class A Common Stock	21
Non-Statutory Stock Option 3-2-2011 - \$48.50	\$ 48.5	03/02/2012	03/02/2021	Class A Common Stock	33
Perf Based RSU 3-2-2011	\$ 0	12/31/2013	03/02/2021	Class A Common Stock	25
Perf Based RSUs 3-2-12	\$ 0	12/31/2014	03/02/2022	Class A Common Stock	23
March 2, 2012 Employee RSU Grant	\$ 0	03/02/2013	03/02/2022	Class A Common Stock	26
Non Statutory Stock Option 3-2-12	\$ 53.02	03/02/2013	03/02/2022	Class A Common Stock	31

## 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

11/07/2012

\_\_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) Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock
- (4) 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.
- (5) 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.
- (6) 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.
- (7) 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.

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.