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BERRY PETROLEUM CC Form 4 January 06, 2009										
FORM 4									OMB APPROVAL	
UNITE	Washington, D.C. 20549								3235-0287	
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).							Expires: Estimated burden hou response	urs per		
(Print or Type Responses)										
GOEHRING RALPH J Sym			Name and				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) (First)	(Middle)	3. Date of Earliest Transaction			(Check an applicable)					
			(Month/Day/Year) 12/30/2008				Director 10% Owner Officer (give title Other (specify below) Executive VP			
Filed(Mc			Amendment, Date Original d(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 			
BAKERSFIELD, CA 93309								eporting		
(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										
	ecurity (Month/Day/Year) Execution Date, i Instr. 3) any		Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or				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			Code V	Amount	(D)	Price	70,498	D		
Class A Common 12/30/2008 Stock			J	739 <u>(1)</u>	A	\$ 0	5,641	Ι	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. Transactio Code (Instr. 8)	5. Number of ionDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and A Underlying S (Instr. 3 and 4
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Nonstatutory Stock Option 11-23-04	\$ 21.58						11/23/2005	08/30/2009	Class A Common Stock
2005 Restricted Stock Units	\$ O	12/30/2008		Н		2,500	12/15/2006 <u>(2)</u>	12/30/2008 <u>(3)</u>	Class A Common Stock
2006 Restricted Stock Units	\$ 0 <u>(5)</u>	12/30/2008		E <u>(6)</u>		5,000 (7)	12/15/2007	12/30/2008 <u>(9)</u>	Class A Common Stock
Nonstatutory Stock Option 12-15-05	\$ 30.645	12/30/2008 <u>(10)</u>		Е		10,000 (11)	12/15/2006	08/30/2009	Class A Common Stock
Nonstatutory Stock Option 12-15-06	\$ 32.565	12/30/2008 <u>(13)</u>		Е		20,000 (14)	12/15/2007	08/30/2009	Class A Common Stock

Reporting Owners

Reporting Owner Name / Address		Relationships					
r g a a a a a a a	Director	10% Owner	Officer	Other			
GOEHRING RALPH J C/O BERRY PETROLEUM COMPANY 5201 TRUXTUN BAKERSFIELD, CA 93309	1		Executive VP				
Signatures							
Kenneth A Olson under POA for Ralph Goehring 01/	06/2009						
**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) 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.
- (2) 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.
- (3) Expiration of unvested options and restricted stock units upon termination of employment.
- (4) 1 for 1
- (5) Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock
- (6) Expiration of unvested options and restricted stock units upon termination of employment.
- (7) Expiration of unvested options and restricted stock units upon termination of employment.
- (8) Expiration of unvested options and restricted stock units upon termination of employment.
- (9) Expiration of unvested options and restricted stock units upon termination of employment.
- (10) Expiration of unvested options and restricted stock units upon termination of employment.
- (11) Expiration of unvested options and restricted stock units upon termination of employment.
- (12) Expiration of unvested options and restricted stock units upon termination of employment.
- (13) Expiration of unvested options and restricted stock units upon termination of employment.
- (14) Expiration of unvested options and restricted stock units upon termination of employment.
- (15) Expiration of unvested options and restricted stock units upon termination of employment.

Remarks:

Mr. Goehring's resignation as the Company's Executive Vice President and as an employee ended on 12-30-2008 as previously

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.