Anderson Daniel G Form 4 March 04, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB 3235-0287 Number:

Expires:

January 31, 2005

0.5

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subject to Section 16. Form 4 or Form 5 obligations may continue.

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if no longer

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)

See Instruction

1. Name and Address of Reporting Person * Anderson Daniel G			2. Issuer Name and Ticker or Trading Symbol BERRY PETROLEUM CO [BRY]					5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle) C/O BERRY PETROLEUM COMPANY, 1999 BROADWAY, SUITE 3700			3. Date of Earliest Transaction (Month/Day/Year) 03/02/2011					(Check all applicable) Director 10% Owner Officer (give title Other (specify below) VP of Rocky Mtn. and Mid Conti			
	(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				
DENVER, CO 80202									Form filed by More than One Reporting Person		
(City)	(State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									lly Owned	
1.Title of Security (Instr. 3)	2. Transaction (Month/Day/Y	Year) Execution	emed ion Date, if //Day/Year)	Code (Instr. 8)	4. Securi onAcquirec Disposec (Instr. 3,	l (A) o l of (E))	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								8,287	D		
Class A Common Stock	03/02/2011			J	10 (17)	A	\$ 0	1,054	I	Held in 401(k) Plan	
Reminder: Rep	class of secur	rities benefi						SEC 1474 (9-02)			

displays a currently valid OMB control

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number.

$\label{thm:convertible} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

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. Transactic Code (Instr. 8)	Secur Acqu (A) or	rivative ities ired rosed of . 3, 4,	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and A Underlying S (Instr. 3 and
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Nonstatutory Stock Option 12-05-03	\$ 9.97						12/05/2004	12/05/2013	Class A Common Stock
Nonstatutory Stock Option 11-23-04	\$ 21.58						11/23/2005	11/23/2014	Class A Common Stock
Nonstatutory Stock Option 12-15-05	\$ 30.645						12/15/2006	12/15/2015	Class A Common Stock
Nonstatutory Stock Option 3-22-06	\$ 34.06						03/22/2009(1)	03/22/2016	Class A Common Stock
Nonstatutory Stock Option 12-15-06	\$ 32.565						12/15/2007	12/14/2016	Class A Common Stock
2007 Restricted Stock Unit (2)	\$ 0 (3)						12/14/2008(4)	12/13/2017 <u>(5)</u>	Class A Common Stock
NSO 2007	\$ 43.61						12/14/2008	12/13/2017	Class A Common Stock
2008 Restricted Stock Units (6)	\$ 0 <u>(7)</u>						12/12/2009(8)	12/11/2018(9)	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	\$ 0						12/31/2012	12/31/2012	Class A Common Stock

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March 2011 Employee RSU Grant (10)	\$ 0 (11)	03/02/2011	A	2,784 (12)	03/02/2012(13)	03/02/2021	Class A Common Stock
Non-Statutory Stock Option 3-3-2011 - \$48.50 (14)	\$ 48.5	03/02/2011	A	3,195	03/02/2012(16)	03/02/2021	Class A Common Stock
Perf Based RSU 3-2-2011	\$ 0 (19)	03/02/2011	A	2,435 (20)	12/31/2013	03/02/2021	Class A Common Stock

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Anderson Daniel G C/O BERRY PETROLEUM COMPANY 1999 BROADWAY, SUITE 3700 DENVER, CO 80202

VP of Rocky Mtn. and Mid Conti

Signatures

Kenneth A Olson under POA for Daniel
Anderson

03/04/2011

**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) Non Statutory Stock Options (NSO). NSOs vest 100% 3 years from date of grant.
- (2) 1 for 1
- (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)** 1 for 1
- (7) Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock
- (8) 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.
- (9) 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.
- (10) 1 for 1
- (11) Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock
- (12) Grant of Restricted Stock Unit (RSU) under the Company's 2010 Equity Incentive Plan in a transaction exempt under Rule 16b-3(c). RSUs vest 25% per year from date of grant.

Reporting Owners 3

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- (13) 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.
- (14) 1 for 1
- (15) Grant of Nonstatutory Stock Option (NSO) under the Company's 2010 Equity Incentive Plan in a transaction exempt under Rule 16b-3(c). Shares vest 25% per year from date of grant.
- (16) Grant of Nonstatutory Stock Option (NSO) under the Company's 2010 Equity Incentive Plan in a transaction exempt under Rule 16b-3(c). Shares vest 25% per year from date of grant.
- (17) 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.
- (**18**) 1 for 1
- (19) 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 2, 2011, are met
- (20) 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 2, 2011.

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.