BUSH WILLIAM E JR

Form 4

March 09, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

5. Relationship of Reporting Person(s) to

Issuer

3235-0287

OMB APPROVAL

January 31, Expires: 2005

0.5

Estimated average burden hours per

response...

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

obligations

Check this box

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 may continue.

Symbol

2. Issuer Name and Ticker or Trading

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

BUSH WILLIAM E JR

1. Name and Address of Reporting Person *

See Instruction

		F	BERRY PETROLEUM CO [BRY]				[BRY]	(Check all applicable)			
(Last) C/O BERF COMPAN SUITE 370) ()	3. Date of Earliest Transaction (Month/Day/Year) 03/09/2011					Director Officer (giv below)	10% Owner			
DENVER,		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)	Tal	ble I - N	Von	-Derivati	ve Sec	urities Acqu	iired, Disposed o	of, or Benefic	ially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Da any (Month/Day/		Code (Instr.	8)	4. Securi our Dispo (Instr. 3,	sed of		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) As Custodian
Common Stock									800	I	for minor grandchildren
Class A Common Stock	03/09/2011			M		5,800	A	\$ 30.645	179,796	D	
Class A Common Stock	03/09/2011			S		100	D	\$ 49.31	179,696	D	
Class A	03/09/2011			S		500	D	\$ 49.34	179,196	D	

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Common Stock							
Class A Common Stock	03/09/2011	S	2,100	D	\$ 49.35	177,096	D
Class A Common Stock	03/09/2011	S	400	D	\$ 49.355	176,696	D
Class A Common Stock	03/09/2011	S	300	D	\$ 49.37	176,396	D
Class A Common Stock	03/09/2011	S	200	D	\$ 49.3725	176,196	D
Class A Common Stock	03/09/2011	S	100	D	\$ 49.3775	176,096	D
Class A Common Stock	03/09/2011	S	500	D	\$ 49.4	175,596	D
Class A Common Stock	03/09/2011	S	100	D	\$ 49.43	175,496	D
Class A Common Stock	03/09/2011	S	100	D	\$ 49.46	175,396	D
Class A Common Stock	03/09/2011	S	200	D	\$ 49.47	175,196	D
Class A Common Stock	03/09/2011	S	300	D	\$ 49.58	174,896	D
Class A Common Stock	03/09/2011	S	200	D	\$ 49.59	174,696	D
Class A Common Stock	03/09/2011	S	100	D	\$ 49.63	174,596	D
Class A Common Stock	03/09/2011	S	100	D	\$ 49.6425	174,496	D
Class A Common Stock	03/09/2011	S	100	D	\$ 49.675	174,396	D

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Class A Common Stock	03/09/2011	S	100	D	\$ 49.71	174,296	D
Class A Common Stock	03/09/2011	S	100	D	\$ 49.72	174,196	D
Class A Common Stock	03/09/2011	S	100	D	\$ 49.76	174,096	D
Class A Common Stock	03/09/2011	S	100	D	\$ 49.78	173,996	D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474

(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. Transactic Code (Instr. 8)	5. Number owf Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	e Date (Month/Day/Year	ole and Expiration	7. Title and Au Underlying Se (Instr. 3 and 4
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title
Nonstatutory Stock Option 12-15-06	\$ 32.565					12/15/2006	12/14/2016	Class A Common Stock
2007 Restricted Stock Unit (1)	\$ 0					01/01/2008(2)	12/13/2017(3)	Class A Common Stock
NSO 2007	\$ 43.61					12/14/2007	12/13/2017	Class A Common Stock
Phantom Stock Units	\$ 0					08/08/1988	08/08/1988	Class A Common Stock
	\$ 0					03/02/2011	03/02/2021	

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March 2011 Director RSU							Class A Common Stock
Nonstatutory Stock Option 12-15-05	\$ 30.645	03/09/2011	М	5,800	12/15/2005	12/15/2015	Class A Common Stock

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

BUSH WILLIAM E JR C/O BERRY PETROLEUM COMPANY 1999 BROADWAY, SUITE 3700 DENVER, CO 80202

Signatures

Kenneth A Olson under POA for William Bush

03/09/2011

**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) 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.
- (3) 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.

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