Keller John Frank Form 4 April 01, 2011

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

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

January 31, Expires: 2005

Form 5 obligations STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

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 A Keller John	Address of Reporting 1 Frank	Symbol	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) (N	Middle) 3. Date of	Earliest Tr	ansaction	(CI	еск ан аррисаон	-)		
		(Month/D	ay/Year)		Director	109	6 Owner		
C/O BERR	Y PETROLEUM	03/31/20	03/31/2011			ve titleOth	er (specify		
COMPANY	Y, 1999 BROADW	VAY,			below)	below)			
SUITE 370	0								
	(Street)	4. If Amer	4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
		Filed(Mon	Filed(Month/Day/Year)						
DENVER,	CO 80202				Form filed by Person	y More than One Ro	eporting		
(City)	(State)	(Zip) Table	e I - Non-D	erivative Securities A	cquired, Disposed	of, or Beneficia	lly Owned		
1.Title of	2. Transaction Date	e 2A. Deemed	3.	4. Securities	5. Amount of	6. Ownership	7. Nature o		
Security	(Month/Day/Year)	Execution Date, if	Transacti	onAcquired (A) or	Securities	Form: Direct	Indirect		
(Instr. 3)		any	Code	Disposed of (D)	Beneficially	(D) or	Beneficial		
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)	Owned	Indirect (I)	Ownership		
					Following	(Instr. 4)	(Instr. 4)		

(A) Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

D

Class A Common Stock

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Reported

1,200

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

of

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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. Transacti Code (Instr. 8)		6. Date Exercisab Date (Month/Day/Year		7. Title and A Underlying S (Instr. 3 and	Secur
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Am or Nu of S
Nonstatutory Stock Option 38.0025	\$ 38.0025					02/02/2006	02/01/2016	Class A Common Stock	10
Nonstatutory Stock Option 12-15-06	\$ 32.565					12/15/2006	12/14/2016	Class A Common Stock	10
2007 Restricted Stock Unit (1)	\$ 0					01/01/2008(2)	12/13/2017(3)	Class A Common Stock	1,
NSO 2007	\$ 43.61					12/14/2007	12/13/2017	Class A Common Stock	3,
March 2011 Director RSU	\$ 0					03/02/2011	03/02/2021	Class A Common Stock	2,
Phantom Stock Units	\$ 0	03/31/2011		A	499 (4)	08/08/1988	08/08/1988	Class A Common Stock	21

Reporting Owners

Reporting Owner Name / Address			•	
	Director	10% Owner	Officer	Other
eller John Frank				

Keller John Frank C/O BERRY PETROLEUM COMPANY 1999 BROADWAY, SUITE 3700 DENVER, CO 80202

Signatures

Kenneth A Olson under POA for John
Keller 04/01/2011

**Signature of Reporting Person Date

Reporting Owners 2

Relationships

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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) 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.
 - Phantom Stock Units acquired under the Company's Non-Employee Director Deferred Compensation Plan and 2005 Incentive Equity
- (4) Plan in transactions exempt under Rule 16b-3(c). Shares of Common Stock are issued under terms of the Plan upon resignation from the board of directors

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.