#### BERRY PETROLEUM CO

Form 4

January 02, 2013

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

January 31, 2005

0.5

Estimated average burden hours per

**OMB APPROVAL** 

response...

subject to Section 16. Form 4 or Form 5 obligations

if no longer

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.

30(h) of the Investment Company Act of 1940

1(b).

Common

Stock

12/31/2012

(Print or Type Responses)

1. Name and Address of Reporting Person \*

See Instruction

2. Issuer Name and Ticker or Trading CRAWFORD GEORGE T Issuer Symbol BERRY PETROLEUM CO [BRY] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner Officer (give title Other (specify C/O BERRY PETROLEUM 12/31/2012 below) below) COMPANY, 5201 TRUXTUN AVE. Snr VP of CA Production (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting BAKERSFIELD, CA 93309 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial Indirect (I) (Instr. 3, 4 and 5) Ownership (Month/Day/Year) (Instr. 8) Owned Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price Class A Common 2,585 D Stock Class A Held in

V 135 (5) A

\$0

4,363

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.

I

401(k)

Plan

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3)    | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transactic<br>Code<br>(Instr. 8) | of      | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 7. Title and Amou<br>Underlying Secur<br>(Instr. 3 and 4) |                         |
|--|---|--------------------------------------|---|--|---------|--|-----------------|---|-------------------------|
|  |   |                                      |   | Code V                                 | (A) (D) | Date Exercisable   | Expiration Date | Title   | Am<br>or<br>Nur<br>of S |
| Nonstatutory<br>Stock Option<br>12-15-05               | \$ 30.645   |                                      |   |  |         | 12/15/2006   | 12/15/2015      | Class A<br>Common<br>Stock                                | 20                      |
| Nonstatutory<br>Stock Option<br>12-15-06               | \$ 32.565   |                                      |   |  |         | 12/15/2007   | 12/14/2016      | Class A<br>Common<br>Stock                                | 20                      |
| 2007<br>Restricted<br>Stock Unit (1)                   | \$ 0 (2)  |                                      |   |  |         | 12/14/2008(3)  | 12/13/2017(4)   | Class A<br>Common<br>Stock                                | 3,                      |
| NSO 2007   | \$ 43.61  |                                      |   |  |         | 12/14/2008   | 12/13/2017      | Class A<br>Common<br>Stock                                | 14                      |
| 2008<br>Restricted<br>Stock Units (1)                  | \$ 0 (2)  |                                      |   |  |         | 12/12/2009(3)  | 12/11/2018(4)   | Class A<br>Common<br>Stock                                | 26                      |
| 2009<br>Restricted<br>Stock Units                      | \$ 0  |                                      |   |  |         | 12/11/2010   | 12/11/2019      | Class A<br>Common<br>Stock                                | 19                      |
| Perf Based<br>RSUs 3-16-10                             | \$ 0  |                                      |   |  |         | 12/31/2012   | 12/31/2012      | Class A<br>Common<br>Stock                                | 8,                      |
| March 2011<br>Employee<br>RSU Grant                    | \$ 0  |                                      |   |  |         | 03/02/2012   | 03/02/2021      | Class A<br>Common<br>Stock                                | 6,                      |
| Non-Statutory<br>Stock Option<br>3-2-2011 -<br>\$48.50 | \$ 48.5   |                                      |   |  |         | 03/02/2012   | 03/02/2021      | Class A<br>Common<br>Stock                                | 7,                      |
| Perf Based<br>RSU 3-2-2011                             | \$ 0  |                                      |   |  |         | 12/31/2013   | 03/02/2021      | Class A<br>Common   | 5,                      |

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|   |          |            |            | Stock                      |    |
|---|----------|------------|------------|----------------------------|----|
| March 2, 2012<br>Employee<br>RSU Grant  | \$ 0     | 03/02/2013 | 03/02/2022 | Class A<br>Common<br>Stock | 5, |
| Non Statutory<br>Stock Option<br>3-2-12 | \$ 53.02 | 03/02/2013 | 03/02/2022 | Class A<br>Common<br>Stock | 6, |
| Perf Based<br>RSUs 3-2-12               | \$ 0     | 12/31/2014 | 03/02/2022 | Class A<br>Common<br>Stock | 5, |

Stock

## **Reporting Owners**

| Reporting Owner Name / Address | Relationships |           |               |       |  |  |
|--------------------------------|---------------|-----------|---------------|-------|--|--|
|                                | Director      | 10% Owner | Officer       | Other |  |  |
| CRAWFORD GEORGE T              |               |           |               |       |  |  |
| C/O BERRY PETROLEUM COMPANY    |               |           | Snr VP of     |       |  |  |
| 5201 TRUXTUN AVE.              |               |           | CA Production |       |  |  |
| BAKERSEIEI D. CA 93309         |               |           |               |       |  |  |

### **Signatures**

Kenneth A Olson under POA for George Crawford 01/02/2013

\*\*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) Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock
- (3) 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.
- (4) 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.
- (5) 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.

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.

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