

BERRY PETROLEUM CO
Form 4
January 09, 2013

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
CRAWFORD GEORGE T

(Last) (First) (Middle)

C/O BERRY PETROLEUM COMPANY, 5201 TRUXTUN AVE.

(Street)

BAKERSFIELD, CA 93309

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
BERRY PETROLEUM CO [BRY]

3. Date of Earliest Transaction (Month/Day/Year)
01/08/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
____ Officer (give title below) _____ Other (specify below)

Snr VP of CA Production

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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					4,369	I	Held in 401(k) Plan
Class A Common Stock	01/08/2013		M	5,333 (1) A	\$ 35.535 7,918	D	
Class A Common Stock	01/09/2013		M	952 (1) A	\$ 35.645 8,870	D	
Class A Common	01/09/2013		S	443 D	\$ 35.21 8,427	D	

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Stock							
Class A Common Stock	01/09/2013	S	840	D	\$ 35.22	7,587	D
Class A Common Stock	01/09/2013	S	326	D	\$ 35.24	7,261	D
Class A Common Stock	01/09/2013	S	100	D	\$ 35.26	7,161	D
Class A Common Stock	01/09/2013	S	100	D	\$ 35.27	7,061	D
Class A Common Stock	01/09/2013	S	100	D	\$ 35.29	6,961	D

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

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(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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Nonstatutory Stock Option 12-15-05	\$ 30.645					12/15/2006	12/15/2015	Class A Common Stock	20,000
Nonstatutory Stock Option 12-15-06	\$ 32.565					12/15/2007	12/14/2016	Class A Common Stock	20,000
NSO 2007	\$ 43.61					12/14/2008	12/13/2017	Class A Common Stock	14,200

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2009 Restricted Stock Units	\$ 0					12/11/2010	12/11/2019	Class A Common Stock	19,5
Perf Based RSUs 3-16-10	\$ 0					12/31/2012	12/31/2012	Class A Common Stock	8,2
March 2011 Employee RSU Grant	\$ 0					03/02/2012	03/02/2021	Class A Common Stock	6,4
Non-Statutory Stock Option 3-2-2011 - \$48.50	\$ 48.5					03/02/2012	03/02/2021	Class A Common Stock	7,3
Perf Based RSU 3-2-2011	\$ 0					12/31/2013	03/02/2021	Class A Common Stock	5,6
March 2, 2012 Employee RSU Grant	\$ 0					03/02/2013	03/02/2022	Class A Common Stock	5,8
Non Statutory Stock Option 3-2-12	\$ 53.02					03/02/2013	03/02/2022	Class A Common Stock	6,9
Perf Based RSUs 3-2-12	\$ 0					12/31/2014	03/02/2022	Class A Common Stock	5,1
2008 Restricted Stock Units	\$ 0	01/08/2013		M	5,333 (2)	12/12/2009	12/11/2018	Class A Common Stock	26,6
2007 Restricted Stock Unit	\$ 0	01/09/2013		M	952 (2)	12/14/2008	12/13/2017	Class A Common Stock	3,8

Reporting Owners

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

Signatures

Kenneth A Olson under POA for George
Crawford

01/09/2013

__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) Issuance of shares from previous RSU grant based on meeting terms and timing of deferral election.
 - (2) Issuance of 20% of RSU shares pursuant to a Rule 16b-3 Plan per deferral election in place at date of grant.

Remarks:

Shares sold were to cover taxes due on RSU issuance.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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