HEINEMANN ROBERT

Form 4

January 10, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

OMB APPROVAL

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

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

Check this box

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * HEINEMANN ROBERT			Symbol	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			(Month/I	3. Date of Earliest Transaction (Month/Day/Year) 01/09/2012				Director Officer (give below)		Owner er (specify	
				Amendment, Date Original (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)	Tab	le I - Non-	Derivativo	e Secu	rities Acqu	aired, Disposed of	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction I (Month/Day/Ye	ar) Execution	emed on Date, if Day/Year)	Code (Instr. 3, 4 and 5) ear) (Instr. 8) (A) or		ed of (D)	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								13,369	I	Held in 401(k) Plan	
Class A Common Stock	01/09/2012			M	5,962 (8)	A	\$ 44.395	168,192	D		
Class A Common Stock	01/10/2012			S	1,526 (10)	D	\$ 44.821	166,666	D		
Class A	01/10/2012			S	100	D	\$	166,566	D		

Edgar Filing: HEINEMANN ROBERT - Form 4

(10)

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

SEC 1474

(9-02)

44.824

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)	Secur Acqui (A) or	rivative rities ired rosed of . 3, 4,	-		7. Title and A Underlying S (Instr. 3 and 4
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Nonstatutory Stock Option 6-16-04	\$ 14.375						06/16/2005	06/16/2014	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
Phantom Stock Units (1)	\$ 0						08/08/1988	08/08/1988	Class A Common Stock
Nonstatutory Stock Option 12-15-06	\$ 32.565						12/15/2007	12/14/2016	Class A Common Stock
NSO 2007	\$ 43.61						12/14/2008	12/13/2017	Class A Common Stock
2008 Restricted Stock Units (1)	\$ 0 (3)						12/12/2009(4)	12/11/2018(5)	Class A Common Stock
2009 Restricted Stock Units	\$ 0						12/11/2010	12/11/2019	Class A Common Stock

Edgar Filing: HEINEMANN ROBERT - Form 4

Perf Based RSUs 3-16-10	\$ 0 (6)				12/31/2012(6)	12/31/2012	Class A Common Stock
March 2011 Employee RSU Grant	\$ 0				03/02/2012	03/02/2021	Class A Common Stock
Non-Statutory Stock Option 3-3-2011 - \$48.50	\$ 48.5				03/02/2012	03/02/2021	Class A Common Stock
Perf Based RSU 3-2-2011	\$ 0				12/31/2013	03/02/2021	Class A Common Stock
2007 Restricted Stock Unit	\$ 0	01/09/2012	М	5,962 (9)	12/14/2008	12/13/2017	Class A Common Stock

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

HEINEMANN ROBERT C/O BERRY PETROLEUM COMPANY 1999 BROADWAY, SUITE 3700 DENVER, CO 80202

President and CEO

Signatures

Kenneth A Olson under POA for Robert
Heinemann

01/10/2012

**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
- Phantom Stock Units acquired under the Company's Non-Employee Director Deferred Compensation Plan in a transaction exempt under Rule 16b-3(c). Shares of Common Stock are issued under terms of the Plan upon resignation from the board of directors.
- (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.
- 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 18, 2010, are met.

Reporting Owners

(7)

3

Edgar Filing: HEINEMANN ROBERT - Form 4

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 18, 2010.

- (8) Issuance of shares from previous RSU grant based on meeting terms and timing of deferral election.
- (9) Issuance of 20% of RSU shares per deferral election in place at date of grant.
- (10) Shares sold to cover tax liability of issuance of deferred RSU shares.

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.