

BERRY PETROLEUM CO  
Form 4  
November 03, 2010

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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)  
11/02/2010

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V Amount (D)  | Price   |  |   |
| Class A Common Stock            |                                      |  |                                |   | 1,017   | D  |   |
| Class A Common Stock            |                                      |  |                                |   | 3,885   | I  | Held in 401(k) Plan                                   |
| Class A Common Stock            | 11/02/2010                           |  | M                              | 10,000 A  | \$ 8.25 11,017  | D  |   |
| Class A Common                  | 11/02/2010                           |  | S                              | 200 D   | \$ 35.45 10,817   | D  |   |

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|                            |            |   |       |   |               |       |   |
|----------------------------|------------|---|-------|---|---------------|-------|---|
| Stock                      |            |   |       |   |               |       |   |
| Class A<br>Common<br>Stock | 11/02/2010 | S | 1,126 | D | \$<br>35.4544 | 9,691 | D |
| Class A<br>Common<br>Stock | 11/02/2010 | S | 596   | D | \$<br>35.4692 | 9,095 | D |
| Class A<br>Common<br>Stock | 11/02/2010 | S | 474   | D | \$ 35.48      | 8,621 | D |
| Class A<br>Common<br>Stock | 11/02/2010 | S | 200   | D | \$ 35.495     | 8,421 | D |
| Class A<br>Common<br>Stock | 11/02/2010 | S | 1,100 | D | \$ 35.5       | 7,321 | D |
| Class A<br>Common<br>Stock | 11/02/2010 | S | 400   | D | \$ 35.505     | 6,921 | D |
| Class A<br>Common<br>Stock | 11/02/2010 | S | 400   | D | \$ 35.51      | 6,521 | D |
| Class A<br>Common<br>Stock | 11/02/2010 | S | 204   | D | \$<br>35.5102 | 6,317 | D |
| Class A<br>Common<br>Stock | 11/02/2010 | S | 200   | D | \$<br>35.5125 | 6,117 | D |
| Class A<br>Common<br>Stock | 11/02/2010 | S | 500   | D | \$ 35.52      | 5,617 | D |
| Class A<br>Common<br>Stock | 11/02/2010 | S | 1,000 | D | \$ 35.53      | 4,617 | D |
| Class A<br>Common<br>Stock | 11/02/2010 | S | 200   | D | \$<br>35.5345 | 4,417 | D |
| Class A<br>Common<br>Stock | 11/02/2010 | S | 300   | D | \$ 35.54      | 4,117 | D |
| Class A<br>Common<br>Stock | 11/02/2010 | S | 200   | D | \$ 35.55      | 3,917 | D |

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|                            |            |   |       |   |          |       |   |
|----------------------------|------------|---|-------|---|----------|-------|---|
| Class A<br>Common<br>Stock | 11/02/2010 | S | 200   | D | \$ 35.56 | 3,717 | D |
| Class A<br>Common<br>Stock | 11/02/2010 | S | 100   | D | \$ 35.57 | 3,617 | D |
| Class A<br>Common<br>Stock | 11/02/2010 | S | 700   | D | \$ 35.58 | 2,917 | D |
| Class A<br>Common<br>Stock | 11/02/2010 | S | 1,700 | D | \$ 35.59 | 1,217 | D |
| Class A<br>Common<br>Stock | 11/02/2010 | S | 100   | D | \$ 35.6  | 1,117 | D |
| Class A<br>Common<br>Stock | 11/02/2010 | S | 100   | D | \$ 35.61 | 1,017 | D |

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

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

| 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<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and Expiration<br>Date<br>(Month/Day/Year) | 7. Title and<br>Underlying<br>(Instr. 3 and 4) |                            |
|---|---|---|---|---|--|--|--|----------------------------|
|   |   |   |   | Code                                    | V (A) (D)  | Date Exercisable   | Expiration Date                                | Title                      |
| Nonstatutory<br>Stock Option<br>12-05-03            | \$ 9.97   |   |   |   |  | 12/05/2004   | 12/05/2013                                     | Class A<br>Common<br>Stock |
| Nonstatutory<br>Stock Option<br>11-23-04            | \$ 21.58  |   |   |   |  | 11/23/2005   | 11/23/2014                                     | Class A<br>Common<br>Stock |
| Nonstatutory<br>Stock Option                        | \$ 30.645   |   |   |   |  | 12/15/2006   | 12/15/2015                                     | Class A<br>Common          |



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- (1) Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock
- (2) The restricted stock units vests in four equal annual installments beginning December 15, 2007. Shares of Class A Common Stock will be delivered to the reporting person at the time of vesting.
- (3) The restricted stock units vests in four equal annual installments beginning December 15, 2007. Shares of Class A Common Stock will be delivered to the reporting person at the time of vesting.
- (4) 1 for 1
- (5) Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock
- (6) 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.
- (7) 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.
- (8) 1 for 1
- (9) Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock
- (10) 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.
- (11) 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.

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.