Keller John Frank Form 4 March 03, 2011

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

2. Issuer Name and Ticker or Trading

**OMB APPROVAL** 

**OMB** 3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

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

obligations

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 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

Keller John Frank			Symbol BERRY PETROLEUM CO [BRY]			(Check all applicable)		
CIO DEDD	A DEED OF EIN		onth/Day/Year)			Director		6 Owner
C/O BERRY PETROLEUM			03/02/2011			Officer (give title Other (spec		
SUITE 370	7, 1999 BROADV 0	VAY,				,	ŕ	
(Street)			4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting PersonForm filed by More than One Reporting		
			Filed(Month/Day/Year)					
DENVER,	CO 80202					Person	More than One Re	eporting
(City)	(State)	(Zip)	Table I - Non-	Derivative S	Securities Ac	quired, Disposed	of, or Beneficial	lly Owned
1.Title of	2. Transaction Dat	e 2A. Deemed	3.	4. Securi	ties	5. Amount of	6. Ownership	7. Nature of
Security (Month/Day/Year)				tionAcquired		Securities	Form: Direct	Indirect
(Instr. 3)		any (Manth/Day/	Code	Disposed		Beneficially Owned	(D) or	Beneficial
		(Month/Day/	Year) (Instr. 8)	(Instr. 3,	4 and 3)	Following	Indirect (I) (Instr. 4)	Ownership (Instr. 4)
					(A)	Reported	,	
					(A) or	Transaction(s)		
			Code '	V Amount	(D) Price	(Instr. 3 and 4)		
Class A								
Common						1,200	D	
Stock								

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)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	Code	5. Number prof Derivative Securities Acquired (A) or	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and An Underlying Sec (Instr. 3 and 4)	
	Security				Disposed of (D) (Instr. 3, 4, and 5)				
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	o N o
Nonstatutory Stock Option 38.0025	\$ 38.0025					02/02/2006	02/01/2016	Class A Common Stock	
Nonstatutory Stock Option 12-15-06	\$ 32.565					12/15/2006	12/14/2016	Class A Common Stock	
2007 Restricted Stock Unit (1)	\$ 0					01/01/2008(2)	12/13/2017(3)	Class A Common Stock	
NSO 2007	\$ 43.61					12/14/2007	12/13/2017	Class A Common Stock	
Phantom Stock Units	\$ 0					08/08/1988	08/08/1988	Class A Common Stock	2
March 2011 Director RSU	\$ 0 (5)	03/02/2011		A	2,499 (6)	03/02/2011(7)	03/02/2021	Class A Common Stock	

# **Reporting Owners**

Reporting Owner Name / Address	Relationships				
•	Director	10% Owner	Officer	Other	

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

## **Signatures**

Kenneth A Olson under POA for John Keller

\*\*Signature of Reporting Person Date

Reporting Owners 2

### **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
- 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.
- (**4**) 1 for 1
- (5) Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock
- (6) Grant of Restricted Stock Unit (RSU) under the Company's 2005 Equity Incentive Plan in a transaction exempt under Rule 16b-3(c). RSUs are 100% vested on date of grant but are subject to an individual deferral election on behalf of the Director.
- (7) Grant of Restricted Stock Unit (RSU) under the Company's 2005 Equity Incentive Plan in a transaction exempt under Rule 16b-3(c). RSUs are 100% vested on date of grant but are subject to an individual deferral election on behalf of the Director.

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.