

HEINEMANN ROBERT  
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 \*  
**HEINEMANN ROBERT**

(Last) (First) (Middle)

**C/O BERRY PETROLEUM COMPANY, 1999 BROADWAY, SUITE 3700**

(Street)

**DENVER, CO 80202**

(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)  
**President and CEO**

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	(A) or (D)	Price
Class A Common Stock					14,425	I	Held in 401(k) Plan
Class A Common Stock	01/08/2013		M		<u>34,666</u> <sup>(5)</sup>	A	\$ 35.535 271,791
Class A Common Stock	01/09/2013		M		<u>5,962</u> <sup>(5)</sup>	A	\$ 35.645 277,753
Class A Common Stock	01/09/2013		S		3,236	D	\$ 274,517

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Common Stock						35.0047	
Class A Common Stock	01/09/2013	S	526	D	\$ 35.04	273,991	D
Class A Common Stock	01/09/2013	S	626	D	\$ 35.05	273,365	D
Class A Common Stock	01/09/2013	S	800	D	\$ 35.0538	272,565	D
Class A Common Stock	01/09/2013	S	1,982	D	\$ 35.06	270,583	D
Class A Common Stock	01/09/2013	S	2,526	D	\$ 35.07	268,057	D
Class A Common Stock	01/09/2013	S	126	D	\$ 35.1	267,931	D
Class A Common Stock	01/09/2013	S	100	D	\$ 35.16	267,831	D
Class A Common Stock	01/09/2013	S	181	D	\$ 35.21	267,650	D
Class A Common Stock	01/09/2013	S	319	D	\$ 35.2163	267,331	D

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.**

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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 Underlying Security (Instr. 3 and 4)
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			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
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 <sup>(1)</sup>	\$ 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
2009 Restricted Stock Units	\$ 0						12/11/2010	12/11/2019	Class A Common Stock
Perf Based RSUs 3-16-10 <sup>(1)</sup>	\$ 0 <sup>(3)</sup>						12/31/2012 <sup>(3)</sup>	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 3-2-2011 - \$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
Perf Based RSUs 3-2-12	\$ 0						12/31/2014	03/02/2022	Class A Common Stock
March 2, 2012 Employee RSU Grant	\$ 0						03/02/2013	03/02/2022	Class A Common Stock
Non Statutory Stock Option 3-2-12	\$ 53.02						03/02/2013	03/02/2022	Class A Common Stock
	\$ 0	01/08/2013				M	12/12/2009	12/11/2018	

