

HEINEMANN ROBERT
Form 4
January 11, 2013

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 *
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)
01/10/2013

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)
				(A) or (D) Code V Amount (D) Price			
Class A Common Stock					14,425	I	Held in 401(k) Plan
Class A Common Stock	01/10/2013		S	100 D \$ 35.36	267,231	D	
Class A Common Stock	01/10/2013		S	300 D \$ 35.37	266,931	D	
Class A Common Stock	01/10/2013		S	200 D \$ 35.39	266,731	D	

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Common Stock							
Class A Common Stock	01/10/2013	S	300	D	\$ 35.4	266,431	D
Class A Common Stock	01/10/2013	S	100	D	\$ 35.405	266,331	D
Class A Common Stock	01/10/2013	S	195	D	\$ 35.44	266,136	D
Class A Common Stock	01/10/2013	S	100	D	\$ 35.449	266,036	D
Class A Common Stock	01/10/2013	S	400	D	\$ 35.45	265,636	D
Class A Common Stock	01/10/2013	S	600	D	\$ 35.49	265,036	D
Class A Common Stock	01/10/2013	S	100	D	\$ 35.51	264,936	D
Class A Common Stock	01/10/2013	S	100	D	\$ 35.53	264,836	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

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					Am Nun Sha	
Nonstatutory Stock Option 11-23-04	\$ 21.58		11/23/2005	11/23/2014	Class A Common Stock	10
Nonstatutory Stock Option 12-15-05	\$ 30.645		12/15/2006	12/15/2015	Class A Common Stock	15
Phantom Stock Units ⁽¹⁾	\$ 0		08/08/1988	08/08/1988	Class A Common Stock	3
Nonstatutory Stock Option 12-15-06	\$ 32.565		12/15/2007	12/14/2016	Class A Common Stock	17
2007 Restricted Stock Unit ⁽¹⁾	\$ 0 ⁽³⁾		12/14/2008 ⁽⁴⁾	12/13/2017 ⁽⁵⁾	Class A Common Stock	17
NSO 2007	\$ 43.61		12/14/2008	12/13/2017	Class A Common Stock	89
2008 Restricted Stock Units ⁽¹⁾	\$ 0 ⁽³⁾		12/12/2009 ⁽⁴⁾	12/11/2018 ⁽⁵⁾	Class A Common Stock	13
2009 Restricted Stock Units	\$ 0		12/11/2010	12/11/2019	Class A Common Stock	97
Perf Based RSUs 3-16-10 ⁽¹⁾	\$ 0 ⁽⁶⁾		12/31/2012 ⁽⁶⁾	12/31/2012	Class A Common Stock	42
March 2011 Employee RSU Grant	\$ 0		03/02/2012	03/02/2021	Class A Common Stock	21
Non-Statutory Stock Option 3-2-2011 - \$48.50	\$ 48.5		03/02/2012	03/02/2021	Class A Common Stock	33
Perf Based RSU 3-2-2011	\$ 0		12/31/2013	03/02/2021	Class A Common Stock	25
Perf Based RSUs 3-2-12	\$ 0		12/31/2014	03/02/2022	Class A Common Stock	23
	\$ 0		03/02/2013	03/02/2022		26

March 2, 2012					Class A
Employee					Common
RSU Grant					Stock
Non Statutory					Class A
Stock Option	\$ 53.02		03/02/2013	03/02/2022	Common
3-2-12					Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	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	01/11/2013
<small>**Signature of Reporting Person</small>	<small>Date</small>

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
- (2) 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.
- (6) 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.
- (7) 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.

Remarks:

All shares sold were to cover the tax obligation from the previous days restricted stock unit share issuance.

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