Hadden Stephen J Form 4 March 06, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

3235-0287 Number:

OMB APPROVAL

January 31, Expires:

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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 * Hadden Stephen J		Symbol	Name and Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer		
			PETROLEUM CO [BRY]	(Check	all applicable)	
(Last)	(First) (M		Earliest Transaction	5 .	40% 0	
1999 BROADWAY, SUITE 3700		(Month/Da 700 03/04/20	· ·	Director Officer (give ti	itle Other (specify below)	
	(Street)	4. If Amer	ndment, Date Original	6. Individual or Joi	nt/Group Filing(Check	
		Filed(Mon	nth/Day/Year)	Applicable Line)	na Danorting Parcon	
DENVER, O	CO 80202		_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State) (Z	Zip) Table	e I - Non-Derivative Securities A	equired, 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. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or Code V Amount (D) Price	Securities F Beneficially (I Owned In Following (I Reported Transaction(s) (Instr. 3 and 4)	6. Ownership 7. Nature of Form: Direct Indirect Beneficial Ownership Instr. 4) (Instr. 4)	
Class A Common Stock				1,250 П)	

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 Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. Number on f Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisab Expiration Date (Month/Day/Year		7. Title and a Underlying (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
March 2011 Director RSU (1)	\$ 0 (2)					03/03/2012(3)	03/02/2021	Class A Common Stock	2,499
March 2 2012 Director RSU Grant	\$ 0					03/02/2012	03/02/2022	Class A Common Stock	2,231
Phantom Stock Units	\$ 0					08/08/1988	08/08/1988	Class A Common Stock	38
March 4, 2013 Director RSU Grant (1)	\$ 0 (2)	03/04/2013		M	2,629 (<u>4)</u>	03/04/2013	03/04/2023	Class A Common Stock	2,629

Reporting Owners

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

Hadden Stephen J 1999 BROADWAY, SUITE 3700 DENVER, CO 80202

Signatures

Kenneth A Olson under POA for Stephen	03/06/2013
Hadden	03/00/2013

**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
- (2) Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock
- (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) 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.

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.