

HEINEMANN ROBERT
Form 4
December 19, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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)

5201 TRUXTUN AVE., SUITE 300

(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)
12/15/2006

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	12/15/2006		M ⁽¹⁵⁾	5,000 A \$ 32.565	7,000	D	
Class A Common Stock	12/15/2006		J	V 14 ⁽¹⁶⁾ D \$ 0	3,529	I	Held in 401(k) Plan
Class A Common Stock	12/15/2006		F ⁽²²⁾	1,931 D \$ 32.565	5,069	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.

SEC 1474
(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 Underlying Instrument (Instr. 3)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Nonstatutory Stock Options	\$ 8.07					12/02/2002	12/02/2012			Class Com Sto
Nonstatutory Stock Options	\$ 9.61					12/02/2003	12/02/2013			Class Com Sto
Nonstatutory Stock Option	\$ 14.375					06/16/2005	06/16/2014			Class Com Sto
Nonstatutory Stock Option	\$ 21.58					11/23/2005	11/23/2014			Class Com Sto
Nonstatutory Stock Option	\$ 30.645					12/15/2006	12/15/2015			Class Com Sto
Phantom Stock Units <u>(1)</u>	\$ 0					08/08/1988	08/08/1988			Class Com Sto
Restricted Stock Unit <u>(3)</u>	\$ 0					01/31/2010 ⁽⁴⁾	01/31/2010 ⁽⁵⁾			Class Com Sto
Nonstatutory Stock Option	\$ 32.565	12/15/2006 ⁽⁶⁾		A ⁽⁷⁾	175,000	12/15/2007	12/14/2016			Class Com Sto
Restricted Stock Units <u>(9)</u>	\$ 0 ⁽¹⁰⁾	12/15/2006		A ⁽¹¹⁾	20,000	⁽¹³⁾	⁽¹⁴⁾			Class Com Sto
Restricted Stock Units <u>(17)</u>	\$ 0 ⁽¹⁸⁾	12/15/2006		M ⁽¹⁹⁾	5,000	⁽²⁰⁾	⁽²¹⁾			Class Com Sto

Edgar Filing: HEINEMANN ROBERT - Form 4

- (19) Vesting of 25% of RSUs granted 12-15-2006
- (20) The restricted stock units vests in four equal annual installments beginning December 15, 2006. Shares of Class A Common Stock will be delivered to the reporting person at the time of vesting.
- (21) The restricted stock units vests in four equal annual installments beginning December 15, 2006. Shares of Class A Common Stock will be delivered to the reporting person at the time of vesting.
- (22) Shares withheld incident to vesting of RSUs for the payment of tax liability issued in accordance with Rule 16b-3.

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.