

BERRY PETROLEUM CO
 Form 3
 January 08, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Wilson Steven | | (Month/Day/Year) | BERRY PETROLEUM CO [BRY] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 5201 TRUXTUN AVE., SUITE 300 | | 01/01/2007 | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| BAKERSFIELD, Â CA Â 93309 | | | <input type="checkbox"/> Officer | <input type="checkbox"/> Other |
| (City) | (State) | (Zip) | (give title below) | (specify below) |
| | | | Controller | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | | <input type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Class A Common Stock | 0 | D | Â |
| Class A Common Stock | 261 | I | Held in the Participant's 401k Account |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership |
|--|--|--|---------------------------|----------------------|--|
|--|--|--|---------------------------|----------------------|--|

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| | Date Exercisable | Expiration Date | (Instr. 4) Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | (Instr. 5) |
|---------------------------|----------------------------|-------------------|-------------------------|----------------------------|------------------------------|--|------------|
| Nonstatutory Stock Option | 11/23/2005 ⁽¹⁾ | 11/23/2014 | Class A Common Stock | 10,000 | \$ 21.58 | D | Â |
| Nonstatutory Stock Option | 12/15/2006 ⁽²⁾ | 12/15/2015 | Class A Common Stock | 4,000 | \$ 30.645 | D | Â |
| Nonstatutory Stock Option | 12/15/2007 ⁽³⁾ | 12/14/2016 | Class A Common Stock | 4,000 | \$ 32.565 | D | Â |
| Restricted Stock Units | Â ⁽⁵⁾ | Â ⁽⁶⁾ | Class A Common Stock | 1,200 | \$ 0 ⁽⁴⁾ | D | Â |
| Restricted Stock Units | Â ⁽⁸⁾ | Â ⁽⁹⁾ | Class A Common Stock | 4,000 | \$ 0 ⁽⁷⁾ | D | Â |
| Restricted Stock Unit | Â ⁽¹¹⁾ | Â ⁽¹²⁾ | Class A Common Stock | 2,400 | \$ 0 ⁽¹⁰⁾ | D | Â |
| NSO 10-16-03 \$9.315 | 10/16/2004 ⁽¹³⁾ | 10/16/2013 | Class A Common Stock | 5,000 | \$ 9.315 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------|-------|
| | Director | 10% Owner | Officer | Other |
| Wilson Steven 5201 TRUXTUN AVE., SUITE 300 BAKERSFIELD, CA 93309 | Â | Â | Â Controller | Â |

Signatures

Kenneth A. Olson under POA for Steve B. Wilson 01/08/2007

 Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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) NSO vest 25% per year beginning one year after date of grant.

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- (2) NSO vest 25% per year beginning one year after date of grant.
- (3) NSO vest 25% per year beginning one year after date of grant.
- (4) 1 for 1
- (5) 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.
- (6) 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.
- (7) 1 for 1
- (8) The restricted stock units vests in four equal annual installments beginning December 15, 2007. Shares of Class A Common Stock will be delivered to the reporting person at the time of vesting.
- (9) The restricted stock units vests in four equal annual installments beginning December 15, 2007. Shares of Class A Common Stock will be delivered to the reporting person at the time of vesting.
- (10) 1 for 1
- (11) Restricted Stock Units vest 100% three years from date of grant on 4/20/2009.
- (12) Restricted Stock Units vest 100% three years from date of grant. Shares of Class A Common Stock will be delivered to the reporting person at the time of vesting.
- (13) NSO vest 25% per year beginning one year after date of grant.

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Remarks:

Mr. Wilson was named the Controller and Principal Accounting Officer as of January 1, 2007.

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.