

YOUNG MARTIN H JR
Form 4
June 17, 2011

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 *
YOUNG MARTIN H JR

2. Issuer Name and Ticker or Trading Symbol
BERRY PETROLEUM CO [BRY]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
06/16/2011

____ Director
____ Officer (give title below)
____ 10% Owner
____ Other (specify below)

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

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

DENVER, CO 80202

(City) (State) (Zip)

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 Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount		
Class A Common Stock	06/16/2011		M	10,000	A	\$ 8.07	50,000	D
Class A Common Stock	06/16/2011		S	100	D	\$ 45.5	49,900	D
Class A Common Stock	06/16/2011		S	100	D	\$ 45.6	49,800	D
Class A Common Stock	06/16/2011		S	700	D	\$ 45.69	49,100	D

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Common Stock								
Class A Common Stock	06/16/2011	S	100	D	\$ 45.705	49,000		D
Class A Common Stock	06/16/2011	S	400	D	\$ 45.71	48,600		D
Class A Common Stock	06/16/2011	S	200	D	\$ 45.72	48,400		D
Class A Common Stock	06/16/2011	S	100	D	\$ 45.7275	48,300		D
Class A Common Stock	06/16/2011	S	200	D	\$ 45.73	48,100		D
Class A Common Stock	06/16/2011	S	300	D	\$ 45.74	47,800		D
Class A Common Stock	06/16/2011	S	100	D	\$ 45.755	47,700		D
Class A Common Stock	06/16/2011	S	423	D	\$ 45.76	47,277		D
Class A Common Stock	06/16/2011	S	500	D	\$ 45.77	46,777		D
Class A Common Stock	06/16/2011	S	377	D	\$ 45.82	46,400		D
Class A Common Stock	06/16/2011	S	100	D	\$ 45.8225	46,300		D
Class A Common Stock	06/16/2011	S	2,300	D	\$ 45.8685	44,000		D
Class A Common Stock	06/16/2011	S	148	D	\$ 45.873	43,852		D
Class A Common Stock	06/16/2011	S	300	D	\$ 45.88	43,552		D

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Class A Common Stock	06/16/2011	S	200	D	\$ 45.9	43,352	D
Class A Common Stock	06/16/2011	S	1,200	D	\$ 45.9067	42,152	D
Class A Common Stock	06/16/2011	S	852	D	\$ 45.907	41,300	D
Class A Common Stock	06/16/2011	S	200	D	\$ 45.96	41,100	D
Class A Common Stock	06/16/2011	S	1,100	D	\$ 45.9945	40,000	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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Phantom Stock Units <u>(1)</u>	\$ 0 <u>(2)</u>					08/08/1988 ⁽³⁾	08/08/1988 ⁽⁴⁾	Class A Common Stock
Nonstatutory Stock Options 12-2-03	\$ 9.61					12/02/2003	12/02/2013	Class A Common Stock
Nonstatutory Stock Options 12-2-04	\$ 21.77					12/02/2004	12/02/2014	Class A Common Stock

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- (6) The RSU granted is 100% vested at the date of grant but the receipt of shares are subject to a deferral period which is generally at least four years from the grant date as per the deferral election.
- (7) 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.
- (8) Options exercised and shares sold under a 10b5-1 Plan established by filer.

Remarks:

Options exercised and shares sold under a pre-established 10b5-1.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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