

BERRY PETROLEUM CO  
Form 4  
June 29, 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 \*  
**CRAWFORD GEORGE T**

(Last) (First) (Middle)

**C/O BERRY PETROLEUM COMPANY, 5201 TRUXTUN AVE.**

(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)  
**06/29/2011**

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)  
**Snr VP of CA Production**

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	06/29/2011		M		20,000 <sup>(5)</sup> A \$ 9.97	21,969	D
Class A Common Stock	06/29/2011		J		78 <sup>(6)</sup> A \$ 0	3,996	I Held in 401(k) Plan
Class A Common Stock	06/29/2011		S		20,000 <sup>(5)</sup> D \$ 51.2357	1,969	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 (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Nonstatutory Stock Option 11-23-04	\$ 21.58					11/23/2005	11/23/2014	Class A Common Stock
Nonstatutory Stock Option 12-15-05	\$ 30.645					12/15/2006	12/15/2015	Class A Common Stock
Nonstatutory Stock Option 12-15-06	\$ 32.565					12/15/2007	12/14/2016	Class A Common Stock
2007 Restricted Stock Unit <sup>(1)</sup>	\$ 0 <sup>(2)</sup>					12/14/2008 <sup>(3)</sup>	12/13/2017 <sup>(4)</sup>	Class A Common Stock
NSO 2007	\$ 43.61					12/14/2008	12/13/2017	Class A Common Stock
2008 Restricted Stock Units <sup>(1)</sup>	\$ 0 <sup>(2)</sup>					12/12/2009 <sup>(3)</sup>	12/11/2018 <sup>(4)</sup>	Class A Common Stock
2009 Restricted Stock Units	\$ 0					12/11/2010	12/11/2019	Class A Common Stock
Perf Based RSUs 3-16-10	\$ 0					12/31/2012	12/31/2012	Class A Common Stock
March 2011 Employee RSU Grant	\$ 0					03/02/2012	03/02/2021	Class A Common Stock

Non-Statutory Stock Option 3-3-2011 - \$48.50	\$ 48.5					03/02/2012	03/02/2021	Class A Common Stock
Perf Based RSU 3-2-2011	\$ 0					12/31/2013	03/02/2021	Class A Common Stock
Nonstatutory Stock Option 12-05-03	\$ 9.97	06/29/2011	M	20,000 (5)		12/05/2004	12/05/2013	Class A Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CRAWFORD GEORGE T C/O BERRY PETROLEUM COMPANY 5201 TRUXTUN AVE. BAKERSFIELD, CA 93309			Snr VP of CA Production	

## Signatures

Kenneth A Olson under POA for George  
Crawford 06/29/2011

\*\*Signature of Reporting Person

Date

## 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 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.
- (4) 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.
- (5) Options exercised and shares sold under a 10b5-1 Plan established by filer.
- (6) Shares of Common Stock acquired by the reporting person in the Company's 401(k) Plan. All transactions were at market and were non-discretionary.

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.