DUGINSKI MICHAEL

Form 4 May 02, 2012

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB 3235-0287

Washington, D.C. 20549

Number: January 31, Expires: 2005

OMB APPROVAL

if no longer subject to Section 16. Form 4 or

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Estimated average burden hours per

Issuer

5. Relationship of Reporting Person(s) to

SECURITIES

response... 0.5

Form 5 obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

BERRY PETROLEUM CO [BRY]

30(h) of the Investment Company Act of 1940

Symbol

1(b).

(Print or Type Responses)

DUGINSKI MICHAEL

1. Name and Address of Reporting Person *

		BE	BERRY PETROLEUM CO [BRY]			BRYJ	(Check all applicable)			
	(First) Y PETROLEUI Y, 1999 BROAI 0	M 04,	Oate of Earliest Tonth/Day/Year) //30/2012	ransaction			Director Officer (give below) Exe		Owner or (specify	
DENVER,	(Street) CO 80202		f Amendment, D	_	al		6. Individual or Jo Applicable Line) _X_ Form filed by O Form filed by M Person		rson	
(City)	(State)	(Zip)	Table I - Non-l	Derivative	Secu	rities Acqu	ired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Yea		Code Year) (Instr. 8)	4. Securi on(A) or D (Instr. 3,	ispose	d of (D)	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)	
Class A Common Stock							23,463	D		
Class A Common Stock	04/30/2012		A	1,871	A	\$ 44.34	15,306	I	Held in 401(k) Plan	
Class A Common Stock	05/01/2012		A	233	A	\$ 46.327	15,539	I	Held in 401(k) Plan	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474

(9-02)

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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. Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		-	7. Title and A Underlying S (Instr. 3 and	Secur 4)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Am or Nur of S
Nonstatutory Stock Option 12-05-03	\$ 9.97					12/05/2004	12/05/2013	Class A Common Stock	20
Nonstatutory Stock Option 11-23-04	\$ 21.58					11/23/2005	11/23/2014	Class A Common Stock	70
Nonstatutory Stock Option 12-15-05	\$ 30.645					12/15/2006	12/15/2015	Class A Common Stock	50
Nonstatutory Stock Option 12-15-06	\$ 32.565					12/15/2007	12/14/2016	Class A Common Stock	56
2007 Restricted Stock Unit (1)	\$ 0 (2)					12/14/2008(3)	12/13/2017(4)	Class A Common Stock	9,
NSO 2007	\$ 43.61					12/14/2008	12/13/2017	Class A Common Stock	36
2008 Restricted Stock Units (1)	\$ 0 (2)					12/12/2009(3)	12/11/2018(4)	Class A Common Stock	70
2009 Restricted Stock Units	\$ 0					12/11/2010	12/11/2019	Class A Common Stock	42
Perf Based	\$ 0 (5)					12/31/2012(5)	12/31/2012	Class A	18

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RSUs 3-16-10				Common Stock
March 2011 Employee RSU Grant	\$ 0	03/02/2012	03/02/2021	Class A Common 12 Stock
Non-Statutory Stock Option 3-2-2011 - \$48.50	\$ 48.5	03/02/2012	03/02/2021	Class A Common 14 Stock
Perf Based RSU 3-2-2011	\$ 0	12/31/2013	03/02/2021	Class A Common 11 Stock
March 2, 2012 Employee RSU Grant	\$ 0	03/02/2013	03/02/2022	Class A Common 11 Stock
Non Statutory Stock Option 3-2-12	\$ 53.02	03/02/2013	03/02/2022	Class A Common 13 Stock
Perf Based RSUs 3-2-12	\$ 0	12/31/2014	03/02/2022	Class A Common 10 Stock

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

DUGINSKI MICHAEL C/O BERRY PETROLEUM COMPANY 1999 BROADWAY, SUITE 3700 DENVER, CO 80202

Exec. VP & COO

Signatures

Kenneth A Olson under POA for Michael

Duginski 05/02/2012

**Signature of Reporting Person

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).

Date

- **(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.

Reporting Owners 3

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- (5) Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock if certain pre-established performance factors, as set forth in the Company's Form 8-K dated March 18, 2010, are met.
- (6) Per the Agreement this is the maximum number of performance based RSUs that may be received if all performance factors are achieved as outlined in the Form 8-K dated March 18, 2010.

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.