

Wolf David D
Form 4
January 09, 2013

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 *
Wolf David D

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

3. Date of Earliest Transaction (Month/Day/Year)
01/08/2013

____ Director _____ 10% Owner
____ Officer (give title below) _____ Other (specify below)
Exec VP and CFO

(Street)
DENVER, CO 80202

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

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

(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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount (A) or (D) Price | | |
| Class A Common Stock | | | | | 9 | I | Held in the Company's 401(k) Plan |
| Class A Common Stock | 01/08/2013 | | M | | 13,333 (4) \$ 35.535 | D | |
| Class A Common Stock | 01/09/2013 | | M | | 6,071 (4) \$ 35.645 | D | |
| Class A Common Stock | 01/09/2013 | | S | | 535 \$ 35 | D | |

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| | | | | | | | |
|----------------------|------------|---|-----|---|----------|--------|---|
| Common Stock | | | | | | | |
| Class A Common Stock | 01/09/2013 | S | 900 | D | \$ 35.02 | 17,969 | D |
| Class A Common Stock | 01/09/2013 | S | 400 | D | \$ 35.03 | 17,569 | D |
| Class A Common Stock | 01/09/2013 | S | 226 | D | \$ 35.04 | 17,343 | D |
| Class A Common Stock | 01/09/2013 | S | 600 | D | \$ 35.11 | 16,743 | D |
| Class A Common Stock | 01/09/2013 | S | 626 | D | \$ 35.12 | 16,117 | D |
| Class A Common Stock | 01/09/2013 | S | 626 | D | \$ 35.17 | 15,491 | D |
| Class A Common Stock | 01/09/2013 | S | 100 | D | \$ 35.19 | 15,391 | 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 and Underlying (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title |
| NSO | \$ 41.18 | | | | | 08/04/2011 08/03/2018 | Class A Common Stock |

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| | | | | | | | | |
|--|----------|------------|--|---|--------------------------|---------------------------|---------------------------|----------------------------|
| 2009 Restricted Stock Units ⁽¹⁾ | \$ 0 | | | | | 12/11/2010 ⁽²⁾ | 12/11/2019 ⁽³⁾ | Class A Common Stock |
| Perf Based RSUs 3-16-10 | \$ 0 | | | | | 12/31/2012 | 03/15/2020 | Class A Common Stock |
| March 2011 Employee RSU Grant | \$ 0 | | | | | 03/02/2012 | 03/02/2021 | Class A Common Stock |
| Non-Statutory Stock Option 3-2-2011 - \$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 |
| March 2, 2012 Employee RSU Grant | \$ 0 | | | | | 03/02/2013 | 03/02/2022 | Class A Common Stock |
| Non Statutory Stock Option 3-2-12 | \$ 53.02 | | | | | 03/02/2013 | 03/02/2022 | Class A Common Stock |
| Perf Based RSUs 3-2-12 | \$ 0 | | | | | 12/31/2014 | 03/02/2022 | Class A Common Stock |
| 2008 Restricted Stock Units | \$ 0 | 01/08/2013 | | M | 13,333 ⁽⁵⁾ | 12/12/2009 | 12/11/2018 | Class A Common Stock |
| RSU 8-4-08 | \$ 0 | 01/09/2013 | | M | 6,071 ⁽⁵⁾ | 08/04/2011 | 08/03/2018 | Class A Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| Wolf David D C/O BERRY PETROLEUM COMPANY 1999 BROADWAY, SUITE 3700 DENVER, CO 80202 | | | Exec VP and CFO | |

Signatures

Kenneth A. Olson under POA for David D.
Wolf

01/09/2013

__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) 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.
 - (3) 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.
 - (4) Issuance of shares from previous RSU grant based on meeting terms and timing of deferral election.
 - (5) Issuance of 20% of RSU shares pursuant to a Rule 16b-3 Plan per deferral election in place at date of grant.

Remarks:

Shares sold were to cover taxes due from RSU shares issuance.

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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