

CROPPER STEVE  
Form 4  
March 03, 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 \*  
CROPPER STEVE

(Last) (First) (Middle)

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

(Street)

DENVER, CO 80202

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/02/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)<br>Code V Amount (D) Price                             |   |  |                                   |
| Class A Common Stock            |                                      |  |                                |   | 5,000   | D  |                                   |

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

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SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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| 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 Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Nonstatutory Stock Options 12-2-02         | \$ 8.07  |                                      |  |                                |   | 12/02/2002 12/02/2012                                    | 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  |
| Nonstatutory Stock Option 12-15-05         | \$ 30.645  |                                      |  |                                |   | 12/15/2005 12/15/2015                                    | Class A Common Stock  |
| Nonstatutory Stock Option 12-15-06         | \$ 32.565  |                                      |  |                                |   | 12/15/2006 12/14/2016                                    | Class A Common Stock  |
| 2007 Restricted Stock Unit <sup>(1)</sup>  | \$ 0   |                                      |  |                                |   | 01/01/2008 <sup>(2)</sup> 12/13/2017 <sup>(3)</sup>      | Class A Common Stock  |
| NSO 2007                                   | \$ 43.61   |                                      |  |                                |   | 12/14/2007 12/13/2017                                    | Class A Common Stock  |
| Phantom Stock Units                        | \$ 0   |                                      |  |                                |   | 08/08/1988 08/08/1988                                    | Class A Common Stock  |
| March 2011 Director RSU <sup>(4)</sup>     | \$ 0 <sup>(5)</sup>                                    | 03/02/2011                           |  | A                              | 2,499 <sup>(6)</sup>  | 03/02/2011 <sup>(7)</sup> 03/02/2021                     | Class A Common Stock  |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

CROPPER STEVE  
C/O BERRY PETROLEUM COMPANY  
1999 BROADWAY, SUITE 3700  
DENVER, CO 80202

## Signatures

Kenneth A Olson under POA for Stephen  
Cropper 03/03/2011

\_\_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) 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.
- (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) 1 for 1
- (5) Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock
- (6) Grant of Restricted Stock Unit (RSU) under the Company's 2005 Equity Incentive Plan in a transaction exempt under Rule 16b-3(c). RSUs are 100% vested on date of grant but are subject to an individual deferral election on behalf of the Director.
- (7) Grant of Restricted Stock Unit (RSU) under the Company's 2005 Equity Incentive Plan in a transaction exempt under Rule 16b-3(c). RSUs are 100% vested on date of grant but are subject to an individual deferral election on behalf of the Director.

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.