

DUGINSKI MICHAEL  
Form 4  
May 02, 2011

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
DUGINSKI MICHAEL

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)  
05/02/2011

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below) \_\_\_\_\_ 10% Owner  
\_\_\_\_ Other (specify below)  
Exec. VP & COO

(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            |                                      |  |                                |   | 13,002  | I  | Held in 401(k) Plan                                   |
| Class A Common Stock            | 05/02/2011                           |  | M                              |   | 10,000  | A  | \$ 9.97   |
| Class A Common Stock            | 05/02/2011                           |  | S                              |   | 7,600 (14)  | D  | \$ 52.2303  |
| Class A Common Stock            | 05/02/2011                           |  | S                              |   | 2,400   | D  | \$ 21,768   |

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Common Stock (15) 52.8263

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>(5)</sup> | \$ 0 <sup>(6)</sup>                                    |                                      |  |                                |   | 12/12/2009 <sup>(7)</sup>                                | 12/11/2018 <sup>(8)</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 <sup>(9)</sup>     | \$ 0 <sup>(10)</sup>                                   |                                      |  |                                |   | 12/31/2012 <sup>(11)</sup>                               | 12/31/2012                               | Class A Common Stock |

|  |         |            |   |                |            |            |                            |
|--|---------|------------|---|----------------|------------|------------|----------------------------|
| March 2011<br>Employee<br>RSU Grant                    | \$ 0    |            |   |                | 03/02/2012 | 03/02/2021 | Class A<br>Common<br>Stock |
| Non-Statutory<br>Stock Option<br>3-3-2011 -<br>\$48.50 | \$ 48.5 |            |   |                | 03/02/2012 | 03/02/2021 | Class A<br>Common<br>Stock |
| Perf Based<br>RSU 3-2-2011                             | \$ 0    |            |   |                | 12/31/2013 | 03/02/2021 | Class A<br>Common<br>Stock |
| Nonstatutory<br>Stock Option<br>12-05-03               | \$ 9.97 | 05/02/2011 | M | 10,000<br>(13) | 12/05/2004 | 12/05/2013 | Class A<br>Common<br>Stock |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                |       |
|--|---------------|-----------|----------------|-------|
|  | Director      | 10% Owner | Officer        | Other |
| DUGINSKI MICHAEL<br>C/O BERRY PETROLEUM COMPANY<br>1999 BROADWAY, SUITE 3700<br>DENVER, CO 80202 |               |           | Exec. VP & COO |       |

## Signatures

Kenneth A Olson under POA for Michael  
Duginski

05/02/2011

\*\*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) 1 for 1
- (6) Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock
- (7) 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.
- (8) 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.
- (9) 1 for 1

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- (10) 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.
- (11) 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.
- (12) 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.
- (13) Options exercised under a 10b5-1 Plan established by filer
- (14) Shares sold under a 10b5-1 Plan established by filer.
- (15) Shares sold under a 10b5-1 Plan established by filer.

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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