

BERRY PETROLEUM CO  
Form 4  
April 02, 2008

**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 \*  
**JAMIESON THOMAS J**

(Last) (First) (Middle)

**C/O BERRY PETROLEUM  
COMPANY 5201 TRUXTUN**

(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)  
**03/31/2008**

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)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Class A Common Stock            |                                      |  |                                | (A) or (D)  | Amount  |  | Owned by corporation              |
|                                 |                                      |  |                                | Code V  | Price   |  |                                   |
| Class A Common Stock            |                                      |  |                                |   | 33,800  | I  | Owned by corporation              |
| Class A Common Stock            |                                      |  |                                |   | 28,000  | D  |                                   |
| Class A Common Stock            |                                      |  |                                |   | 25,000  | I  | Owned by partnership              |
| Class A Common Stock            |                                      |  |                                |   | 26,000  | I  | Owned by Trust                    |

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Stock

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)

| 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 Security (Instr. 3 and 4) |                      |                |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------|----------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                | Am or Num of S |
| Nonstatutory Stock Option 12-2-98          | \$ 6.3125  |                                      |  |                                |   | 12/02/1998   | 12/02/2008  | Class A Common Stock | 10             |
| Nonstatutory Stock Options 12-2-99         | \$ 7.0312  |                                      |  |                                |   | 12/02/1999   | 12/02/2009  | Class A Common Stock | 10             |
| Nonstatutory Stock Options 12-2-2000       | \$ 7.8438  |                                      |  |                                |   | 12/02/2000   | 12/02/2010  | Class A Common Stock | 10             |
| Nonstatutory Stock Options 12-2-01         | \$ 7.725   |                                      |  |                                |   | 12/02/2001   | 12/02/2011  | Class A Common Stock | 10             |
| Nonstatutory Stock Options 12-2-02         | \$ 8.07  |                                      |  |                                |   | 12/02/2002   | 12/02/2012  | Class A Common Stock | 10             |
| Nonstatutory Stock Options 12-2-03         | \$ 9.61  |                                      |  |                                |   | 12/02/2003   | 12/02/2013  | Class A Common Stock | 10             |
|  | \$ 21.77   |                                      |  |                                |   | 12/02/2004   | 12/02/2014  |                      | 10             |

|   |                     |            |   |     |  |                           |                           |                            |    |
|---|---------------------|------------|---|-----|--|---------------------------|---------------------------|----------------------------|----|
| Nonstatutory<br>Stock<br>Options<br>12-2-04     |                     |            |   |     |  |                           |                           | Class A<br>Common<br>Stock |    |
| Nonstatutory<br>Stock Option<br>12-15-05        | \$ 30.645           |            |   |     |  | 12/15/2005                | 12/15/2015                | Class A<br>Common<br>Stock | 10 |
| Nonstatutory<br>Stock Option<br>12-15-06        | \$ 32.565           |            |   |     |  | 12/15/2006                | 12/14/2016                | Class A<br>Common<br>Stock | 10 |
| 2007<br>Restricted<br>Stock Unit <sup>(1)</sup> | \$ 0                |            |   |     |  | 01/01/2008 <sup>(2)</sup> | 12/13/2017 <sup>(3)</sup> | Class A<br>Common<br>Stock | 1, |
| NSO 2007  | \$ 43.61            |            |   |     |  | 12/14/2007                | 12/13/2017                | Class A<br>Common<br>Stock | 3, |
| Phantom<br>Stock Units                          | \$ 0 <sup>(4)</sup> | 03/31/2008 | A | 425 |  | 08/08/1988                | 08/08/1988                | Class A<br>Common<br>Stock | 32 |

## Reporting Owners

| Reporting Owner Name / Address | Relationships |           |         |       |
|--------------------------------|---------------|-----------|---------|-------|
|                                | Director      | 10% Owner | Officer | Other |

JAMIESON THOMAS J  
C/O BERRY PETROLEUM COMPANY 5201 TRUXTUN  
BAKERSFIELD, CA 93309

## Signatures

Kenneth A Olson under POA for Thomas  
Jamieson 04/02/2008

\*\*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) Phantom Stock Units acquired under the Company's Non-Employee Director Deferred Compensation Plan in a transaction exempt under Rule 16b-3(c). Shares of Common Stock are issued under terms of the Plan upon resignation from the board of directors.

### Remarks:

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Beginning Phantom Stock Holdings were increased from 32,047 to 32,114 due to an error in computing shares earned in 2007. The additional 67 shares were added to the beginning share holdings.

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