DUGINSKI MICHAEL

Form 4

December 15, 2009

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

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(b).

1. Name and Address of Reporting Person * **DUGINSKI MICHAEL**

2. Issuer Name and Ticker or Trading Symbol

BERRY PETROLEUM CO [BRY]

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

5. Relationship of Reporting Person(s) to

(Check all applicable)

Exec. VP & COO

Issuer

below)

(Last)

(First)

(Middle)

(Zip)

3. Date of Earliest Transaction

(Month/Day/Year)

12/11/2009

Director 10% Owner Other (specify

Officer (give title

C/O BERRY PETROLEUM COMPANY, 1999 BROADWAY,

SUITE 3700

(Street)

(State)

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

D

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

DENVER, CO 80202

(City)

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

(A) Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

Class A

Common Stock

16,566

Held in

Class A Common

Stock

12/11/2009

11 (21) A J \$0 10,726 I 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)

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number.

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

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)	Code		5. Num onDerive Securi Acqui or Dis (D) (Instr. and 5)	ative ities red (spose 3, 4	(A) ed of	6. Date Exercisable Date (Month/Day/Year)		7. Title and Underlying (Instr. 3 and
				Code	v	(A))	(D)	Date Exercisable	Expiration Date	Title
Nonstatute Stock Opt 2-1-02	7								02/01/2003	02/01/2012	Class A Common Stock
Nonstatute Stock Opt 12-6-02	7								12/06/2003	12/06/2012	Class A Common Stock
Nonstatute Stock Opt 12-05-03	•								12/05/2004	12/05/2013	Class A Common Stock
Nonstatute Stock Opt 11-23-04	7								11/23/2005	11/23/2014	Class A Common Stock
Nonstatute Stock Opt 12-15-05	•								12/15/2006	12/15/2015	Class A Common Stock
2005 Restricted Stock Uni	S (1 (2)								12/15/2006(3)	12/14/2015 <u>(4)</u>	Class A Common Stock
Nonstatute Stock Opt 12-15-06	×								12/15/2007	12/14/2016	Class A Common Stock
2006 Restricted Stock Uni	\$ 0 <u>(6)</u>								12/15/2007 <u>(7)</u>	12/14/2016 <u>(8)</u>	Class A Common Stock
2007 Restricted Stock Uni									12/14/2008(11)	12/13/2017(12)	Class A Common Stock
NSO 2007	\$ 43.61								12/14/2008	12/13/2017	Class A

Common

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2008 Restricted Stock Units (13)	\$ 0 (14)				12/12/2009(15)	12/11/2018(16)	Class A Common Stock
2009 Restricted Stock Units	\$ 0 (18)	12/11/2009	A	42,919	12/11/2010(19)	12/11/2019(20)	Class A Common 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

Stock

Signatures

Kenneth A Olson under POA for Michael Duginski

12/15/2009

**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 restricted stock units vests in four equal annual installments beginning December 15, 2006. Shares of Class A Common Stock will be delivered to the reporting person at the time of vesting.
- (4) The restricted stock units vests in four equal annual installments beginning December 15, 2006. Shares of Class A Common Stock will be delivered to the reporting person at the time of vesting.
- (**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 restricted stock units vests in four equal annual installments beginning December 15, 2007. Shares of Class A Common Stock will be delivered to the reporting person at the time of vesting.
- (8) The restricted stock units vests in four equal annual installments beginning December 15, 2007. Shares of Class A Common Stock will be delivered to the reporting person at the time of vesting.
- (**9**) 1 for 1
- (10) Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock
- (11) 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.
- (12) 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.

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- (13) 1 for 1
- (14) Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock
- (15) 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.
- (16) 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.
- (17) 1 for 1
- (18) Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock
- (19) 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.
- (20) 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.
- (21) Changes in the number of shares of Common Stock held in the individuals 401(k) account due to required maintenance of cash position. All transactions were at market and non-discretionary.

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.