Anderson Daniel G Form 4 December 17, 2009

### December 17, 2009

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

OMB APPROVAL

OMB
3235-0287

Check this box if no longer subject to Section 16.

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Number: January 31, 2005

Form 4 or
Form 5
obligations
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

Estimated average burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

may continue. *See* Instruction

30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

Anderson Daniel G			Symbol BERRY PETROLEUM CO [BRY]				Is	Issuer			
							BRY]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date	of Earliest	Tr	ansaction				••	
C/O DEDD	W DEED OF EIN			Day/Year)	)			_	Director		Owner
	RY PETROLEUN		12/15/2	2009				be	Officer (give title Other (specify below)		i (specify
SUITE 370	Y, 1999 BROAD 00	WAI,							VP of Rocky	Mtn. and Mid	Conti
	(Street)		4. If Am	endment,	Da	te Origina	1	6.	Individual or Join	nt/Group Filin	g(Check
			Filed(Month/Day/Year)					Applicable Line)  X_ Form filed by One Reporting Person			
DENVER,	CO 80202							Pe	Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Tal	ble I - Non	ı-D	erivative	Secur	ities Acquir	ed, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Date, if Transaction or Disposed of (D) Code (Instr. 3, 4 and 5)		(D)	Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
Class A Common Stock				Code	V	Amount	(D)	Price	(Instr. 3 and 4) 918	I	Held in 401(k) Plan
Class A Common Stock	12/15/2009			M(10)		1,250	A	\$ 28.145	6,245	D	
Class A Common Stock	12/15/2009			M <u>(11)</u>		1,750	A	\$ 28.145	7,995	D	
Class A	12/15/2009			F(20)		916	D	\$	7,079	D	

Common Stock

28.5968

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. Transactic Code (Instr. 8)	Secur Acqu (A) o	rivative rities ired rosed of . 3, 4,	6. Date Exercisabl Date (Month/Day/Year)	•	7. Title and A Underlying S (Instr. 3 and -
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Nonstatutory Stock Option 8-23-03	\$ 8.95						08/23/2004	08/23/2013	Class A Common Stock
Nonstatutory Stock Option 12-05-03	\$ 9.97						12/05/2004	12/05/2013	Class A Common Stock
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 3-22-06	\$ 34.06						03/22/2009(1)	03/22/2016	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 (2)	\$ 0 (3)						12/14/2008(4)	12/13/2017(5)	Class A Common Stock
NSO 2007	\$ 43.61						12/14/2008	12/13/2017	Class A Common

							Stock
2008 Restricted Stock Units	\$ 0 <u>(7)</u>				12/12/2009(8)	12/11/2018(9)	Class A Common Stock
2009 Restricted Stock Units	\$ 0				12/11/2010	12/11/2019	Class A Common Stock
2005 Restricted Stock Units	\$ 0 (13)	12/15/2009	M	1,250	12/15/2006(14)	12/14/2015(15)	Class A Common Stock
2006 Restricted Stock Units	\$ 0 (17)	12/15/2009	M	1,750	12/15/2007(18)	12/14/2016(19)	Class A Common Stock

### **Reporting Owners**

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

Anderson Daniel G C/O BERRY PETROLEUM COMPANY 1999 BROADWAY, SUITE 3700 DENVER, CO 80202

VP of Rocky Mtn. and Mid Conti

#### **Signatures**

Kenneth A Olson under POA for Daniel
Anderson

12/17/2009

\*\*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) Non Statutory Stock Options (NSO). NSOs vest 100% 3 years from date of grant.
- (**2**) 1 for 1
- (3) Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock
- (4) 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.
- (5) 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.
- (**6**) 1 for 1
- (7) Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock
- (8) 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.

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- (9) 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.
- (10) Vested shares issued pursuant to Rule 16b-3 plan.
- (11) Vested shares issued pursuant to Rule 16b-3 plan.
- (12) 1 for 1
- (13) Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock
- (14) 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.
- (15) 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.
- (16) 1 for 1
- (17) Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock
- (18) 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.
- (19) 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.
- (20) Shares sold to cover taxes on RSU vesting under Rule 16b-3 Plan.

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.