HEINEMANN ROBERT

Form 4 July 01, 2008

FORM 4

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

OMB APPROVAL OMB

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Section 16. Form 4 or Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations

may continue. See Instruction

Check this box

if no longer

subject to

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading HEINEMANN ROBERT Issuer Symbol BERRY PETROLEUM CO [BRY] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner Other (specify Officer (give title 5201 TRUXTUN AVE., SUITE 300 06/30/2008 below) below) President and CEO (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting BAKERSFIELD, CA 93309 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Instr. 3, 4 and 5) Indirect (I) Ownership (Month/Day/Year) (Instr. 8) Owned Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price Class A Common D 11,079 Stock Class A Held in 260 Common 06/30/2008 J \$0 5.691 Ι 401(k)

(12)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Plan

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

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)	4. Transactic Code (Instr. 8)	5. orNumber 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 Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amour Numbe Shares
Nonstatutory Stock Options 12-2-02	\$ 8.07					12/02/2002	12/02/2012	Class A Common Stock	10,0
Nonstatutory Stock Options 12-2-03	\$ 9.61					12/02/2003	12/02/2013	Class A Common Stock	10,00
Nonstatutory Stock Option 6-16-04	\$ 14.375					06/16/2005	06/16/2014	Class A Common Stock	200,0
Nonstatutory Stock Option 11-23-04	\$ 21.58					11/23/2005	11/23/2014	Class A Common Stock	130,0
Nonstatutory Stock Option 12-15-05	\$ 30.645					12/15/2006	12/15/2015	Class A Common Stock	150,0
2005 Restricted Stock Units	\$ 0 (1)					<u>(2)</u>	<u>(3)</u>	Class A Common Stock	10,0
Restricted Stock Unit	\$ 0 (4)					<u>(5)</u>	<u>(6)</u>	Class A Common Stock	161,3
Nonstatutory Stock Option 12-15-06	\$ 32.565					12/15/2007	12/14/2016	Class A Common Stock	175,0
2006 Restricted Stock Units	\$ 0 <u>(7)</u>					(8)	<u>(9)</u>	Class A Common Stock	15,0
2007 Restricted	\$ 0					(10)	12/13/2017(11)	Class A Common	29,8

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Stock Unit							Stock	
NSO 2007	\$ 43.61				12/14/2008	12/13/2017	Class A Common Stock	89,4
Phantom Stock Units	\$ 0 (13)	06/30/2008	A	4	08/08/1988	08/08/1988	Class A Common Stock	3,05

Reporting Owners

Reporting Owner Name / Address	Relationships						
reporting owner runner, runness	Director	10% Owner	Officer	Other			
HEINEMANN ROBERT 5201 TRUXTUN AVE., SUITE 300 BAKERSFIELD, CA 93309			President and CEO				

Signatures

Kenneth A Olson under POA for Robert 07/01/2008 Heinemann

> **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)** Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock
- The restricted stock units vests in four equal annual installments beginning December 15, 2006. Shares of Class A Common Stock will **(2)** be delivered to the reporting person at the time of vesting.
- The restricted stock units vests in four equal annual installments beginning December 15, 2006. Shares of Class A Common Stock will **(3)** be delivered to the reporting person at the time of vesting.
- Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock **(4)**
- The restricted stock units vest in one installment on January 31, 2010 provided the reporting person continues to serve as the CEO of the **(5)** Company on such date, or earlier on certain conditions.
- The restricted stock units vest in one installment on January 31, 2010 provided the reporting person continues to serve as the CEO of the **(6)** Company on such date, or earlier on certain conditions.
- **(7)** Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock
- The restricted stock units vests in four equal annual installments beginning December 15, 2007. Shares of Class A Common Stock will (8)be delivered to the reporting person at the time of vesting.
- The restricted stock units vests in four equal annual installments beginning December 15, 2007. Shares of Class A Common Stock will **(9)** be delivered to the reporting person at the time of vesting.
- 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 (10)generally at least four years from grant date as per the deferral election.
- 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.
- Shares of Common Stock acquired by the reporting person in the Company's 401(k) Plan. All transactions were at market and were (12)non-discretionary.

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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.

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.