HEINEMANN ROBERT

Form 4 June 30, 2011

FORM 4

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

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per

response... 0.5

5. Relationship of Reporting Person(s) to

Check this box if no longer subject to Section 16. Form 4 or

Form 5 obligations may continue. See Instruction

1. Name and Address of Reporting Person *

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

2. Issuer Name and Ticker or Trading

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

(Print or Type Responses)

1(b).

HEINEMANN ROBERT		Symbol BERRY PETROLEUM CO [BRY]					Issuer					
			BERRY	PETROI	LEUM C	O [B	RYJ	(Ch	eck all applicabl	e)		
(Last)	(First)	(Middle)	3. Date of	Earliest Tr	ansaction							
~		_	(Month/D	•				Director		% Owner		
C/O BERRY PETROLEUM		06/30/2011					Officer (give title Other (specify below)					
SUITE 3700	7, 1999 BRΟΑΓ)	OWAY,						Pr	esident and CEC)		
(Street)			4. If Ame	4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check			
	Filed(Mor	Filed(Month/Day/Year)					Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting					
DENVER,	CO 80202							Person	More man One K	eporting		
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative S	Securi	ities Ac	quired, Disposed	of, or Beneficia	lly Owned		
1.Title of		tion Date 2A. Deeme				ties		5. Amount of	6. Ownership	7. Nature of		
Security (Instr. 3)	(Month/Day/Yea		tion Date, if	Date, if TransactionAcquired (A) or Code Disposed of (D)				Securities Beneficially	Form: Direct (D) or	Indirect Beneficial		
(Ilisti. 3)	•		/Day/Year) (Instr. 8) (Instr. 3, 4 at					Owned	Indirect (I)	Ownership		
		(Amount	(A) or (D)	Price	Following Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	(Instr. 4)		
Class A				Code v	Amount	(D)	FIICE					
Common Stock								128,746	D			
Class A										Held in		
Common Stock	06/30/2011			J	404 (8)	A	\$0	12,983	I	401(k) Plan		
Reminder: Rep	ort on a separate li	ne for each	class of secu	rities benefi	icially own	ed dir	ectly or	indirectly.				

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(9-02)

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number.

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)	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 Amou Underlying Secur (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Am Nui Sha
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
Nonstatutory Stock Option 6-16-04	\$ 14.375					06/16/2005	06/16/2014	Class A Common Stock	20
Nonstatutory Stock Option 11-23-04	\$ 21.58					11/23/2005	11/23/2014	Class A Common Stock	13
Nonstatutory Stock Option 12-15-05	\$ 30.645					12/15/2006	12/15/2015	Class A Common Stock	15
Nonstatutory Stock Option 12-15-06	\$ 32.565					12/15/2007	12/14/2016	Class A Common Stock	17
2007 Restricted Stock Unit (1)	\$ 0 (2)					12/14/2008(3)	12/13/2017(4)	Class A Common Stock	29
NSO 2007	\$ 43.61					12/14/2008	12/13/2017	Class A Common Stock	89
2008 Restricted Stock Units (1)	\$ 0 (2)					12/12/2009(3)	12/11/2018(4)	Class A Common Stock	17
2009 Restricted	\$ 0					12/11/2010	12/11/2019	Class A Common	97

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Stock Units							Stock	
Perf Based RSUs 3-16-10	\$ 0 (5)				12/31/2012(5)	12/31/2012	Class A Common Stock	42
March 2011 Employee RSU Grant	\$ 0				03/02/2012	03/02/2021	Class A Common Stock	28
Non-Statutory Stock Option 3-3-2011 - \$48.50	\$ 48.5				03/02/2012	03/02/2021	Class A Common Stock	33
Perf Based RSU 3-2-2011	\$ 0				12/31/2013	03/02/2021	Class A Common Stock	25
Phantom Stock Units	\$ 0	06/30/2011	A	5 (7)	08/08/1988	08/08/1988	Class A Common Stock	3

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

HEINEMANN ROBERT C/O BERRY PETROLEUM COMPANY 1999 BROADWAY, SUITE 3700 DENVER, CO 80202

President and CEO

Signatures

Kenneth A Olson under POA for Robert Heinemann

06/30/2011

**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) 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.
- (6) 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.

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- Phantom Stock Units acquired under the Company's Non-Employee Director Deferred Compensation Plan and 2005 Incentive Equity
- (7) Plan in transactions exempt under Rule 16b-3(c). Shares of Common Stock are issued under terms of the Plan upon resignation from the board of directors
- (8) Shares of Common Stock acquired by the reporting person in the Company's 401(k) Plan. All transactions were at market and were non-discretionary.

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