BUSCH RALPH B III

Form 4/A April 05, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 3235-0287

OMB APPROVAL

Number:

Expires:

5. Relationship of Reporting Person(s) to

Issuer

January 31, 2005

0.5

Estimated average burden hours per

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box

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

2. Issuer Name and Ticker or Trading

BERRY PETROLEUM CO [BRY]

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

Symbol

1(b).

(Print or Type Responses)

BUSCH RALPH B III

1. Name and Address of Reporting Person *

		BERR	RY PETROLEUM CO [BRY] (((Check all applicable)			
(Last) (First) (Middle) C/O BERRY PETROLEUM COMPANY, 1999 BROADWAY, SUITE 3700		(Month/ 03/31/	of Earliest Transaction /Day/Year) /2010	Director	Director 10% Owner Officer (give title Other (specify			
DENVER,	(Street) CO 80202		nendment, Date Original Ionth/Day/Year) /2010	Applicable Line _X_ Form filed	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned							
1.Title of Security (Instr. 3) Class A Common Stock	2. Transaction Date (Month/Day/Year)		Code Disposed of (D)	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 Indirect Beneficial Ownership (Instr. 4)		
Class A Common Stock				80,000	I	As Co-Trustee of Charitable Trust		
Class A Common Stock				124,665	I	As Co-Trustee of Union Bank Trust		

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	Persons who respond to the conformation contained in this for the required to respond unless the displays a currently valid OME	SEC 1474 (9-02)	
Reminder: Report on a separate line for each class of securities by	peneficially owned directly or indirectly.		
Class A Common Stock	10,432	I	As Custodian for Minor Children
Class A Common Stock	6,000	I	Busch Family Foundation
			Shares

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned $(e.g.,\,\mathrm{puts},\,\mathrm{calls},\,\mathrm{warrants},\,\mathrm{options},\,\mathrm{convertible}\,\,\mathrm{securities})$

number.

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)	onof Derivative	6. Date Exercisab Date (Month/Day/Year	Date		7. Title and Amor Underlying Secur (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Am or Nu of S	
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	

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Nonstatutory Stock Options 12-2-04							Class A Common Stock	
Nonstatutory Stock Option 12-15-05	\$ 30.645				12/15/2005	12/15/2015	Class A Common Stock	10
Nonstatutory Stock Option 12-15-06	\$ 32.565				12/15/2006	12/14/2016	Class A Common Stock	10
2007 Restricted Stock Unit (1)	\$ 0				01/01/2008(2)	12/13/2017(3)	Class A Common Stock	1,
NSO 2007	\$ 43.61				12/14/2007	12/13/2017	Class A Common Stock	3,
Phantom Stock Units	\$ 0 (4)	03/31/2010	A	746 (5)	08/08/1988	08/08/1988	Class A Common Stock	40

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

BUSCH RALPH B III C/O BERRY PETROLEUM COMPANY 1999 BROADWAY, SUITE 3700 DENVER, CO 80202

Signatures

Kenneth A Olson under POA for Ralph Busch 04/05/2010

**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.

(5)

Reporting Owners 3

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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.

Remarks:

This Form 4 is being amended to correct the Phantom Stock Units acquired for the quarter ended March 31, 2010.

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.