Anderson Daniel G Form 4

November 19, 2010 FORM 4

Check this box

if no longer

subject to

Section 16.

Form 4 or

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

OMB APPROVAL

OMB Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

January 31, 2005

0.5

Estimated average burden hours per

response...

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

Form 5 obligations may continue.

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

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

Anderson Daniel G Syn			Symbol	Symbol BERRY PETROLEUM CO [BRY]				Issuer		
						_	ВКҮЈ	(Check	all applicable	e)
(Last)	(First)	(Middle)	(Month/	of Earliest T Day/Year)	ransaction	1	-	Director		Owner
	Y PETROLEU Y, 1999 BROAI		11/19/2	2010			b	Officer (give title Other (specify below)		
SUITE 370		DWA1,						VP of Rocky	y Mtn. and Mic	d Conti
50112070	(Street)		1 If Am	endment, D	ota Origin	ol.	6	6. Individual or Jo	int/Group Filin	og(Chaola
	(Bilect)			onth/Day/Yea	_	iai		Applicable Line)	mi/Oroup Pilin	ig(Clieck
								X_ Form filed by O		
DENVER,	CO 80202						F	Form filed by M Person	ore than One Re	porting
(City)	(State)	(Zip)	Tab	ole I - Non-	Derivativ	e Secu	ırities Acqui	red, Disposed of	or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	r) Execution any		3. Transactic Code (Instr. 8)	omr Dispo (Instr. 3,	esed of 4 and (A) or	. 5)	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				Code V	Amount	(D)	Price	1,038	I	Held in 401(k) Plan
Class A Common Stock	11/19/2010			M	7,102	A	\$ 8.95	14,181	D	
Class A Common Stock	11/19/2010			S	500	D	\$ 38	13,681	D	
Class A	11/19/2010			S	600	D	\$ 38.005	13,081	D	

Edgar Filing: Anderson Daniel G - Form 4

11/19/2010	S	100	D	\$ 38.01	12,981	D
11/19/2010	S	200	D	\$ 38.0175	12,781	D
11/19/2010	M	200	D	\$ 38.03	12,581	D
11/19/2010	S	600	D	\$ 38.0533	11,981	D
11/19/2010	S	400	D	\$ 38.055	11,581	D
11/19/2010	S	300	D	\$ 38.06	11,281	D
11/19/2010	S	200	D	\$ 38.075	11,081	D
11/19/2010	S	200	D	\$ 38.08	10,881	D
11/19/2010	S	200	D	\$ 38.085	10,681	D
11/19/2010	S	100	D	\$ 38.09	10,581	D
11/19/2010	S	400	D	\$ 38.1049	10,181	D
11/19/2010	S	800	D	\$ 38.1125	9,381	D
11/19/2010	S	102	D	\$ 38.115	9,279	D
11/19/2010	S	500	D	\$ 38.12	8,779	D
	11/19/2010 11/19/2010 11/19/2010 11/19/2010 11/19/2010 11/19/2010 11/19/2010 11/19/2010 11/19/2010 11/19/2010	11/19/2010 S 11/19/2010 M 11/19/2010 S 11/19/2010 S	11/19/2010 S 200 11/19/2010 M 200 11/19/2010 S 600 11/19/2010 S 400 11/19/2010 S 300 11/19/2010 S 200 11/19/2010 S 200 11/19/2010 S 100 11/19/2010 S 400 11/19/2010 S 800 11/19/2010 S 102	11/19/2010 S 200 D 11/19/2010 M 200 D 11/19/2010 S 600 D 11/19/2010 S 400 D 11/19/2010 S 300 D 11/19/2010 S 200 D 11/19/2010 S 200 D 11/19/2010 S 100 D 11/19/2010 S 400 D 11/19/2010 S 800 D 11/19/2010 S 102 D	11/19/2010 S 200 D \$ 38.0175 11/19/2010 M 200 D \$ 38.03 11/19/2010 S 600 D \$ 38.0533 11/19/2010 S 400 D \$ 38.055 11/19/2010 S 300 D \$ 38.06 11/19/2010 S 200 D \$ 38.08 11/19/2010 S 200 D \$ 38.085 11/19/2010 S 100 D \$ 38.09 11/19/2010 S 400 D \$ 38.1049 11/19/2010 S 800 D \$ 38.1125 11/19/2010 S 102 D \$ 38.115	11/19/2010 S 200 D \$ 38.0175 12,781 11/19/2010 M 200 D \$ 38.03 12,581 11/19/2010 S 600 D \$ 38.0533 11,981 11/19/2010 S 400 D \$ 38.055 11,581 11/19/2010 S 300 D \$ 38.06 11,281 11/19/2010 S 200 D \$ 38.08 10,881 11/19/2010 S 200 D \$ 38.08 10,681 11/19/2010 S 400 D \$ 38.09 10,581 11/19/2010 S 400 D \$ 38.1049 10,181 11/19/2010 S 800 D \$ 38.1125 9,381 11/19/2010 S 102 D \$ 38.115 9,279

Edgar Filing: Anderson Daniel G - Form 4

Class A Common Stock	11/19/2010	S	400	D	\$ 38.1225	8,379	D
Class A Common Stock	11/19/2010	S	400	D	\$ 38.1275	7,979	D
Class A Common Stock	11/19/2010	S	500	D	\$ 38.15	7,479	D
Class A Common Stock	11/19/2010	S	400	D	\$ 38.17	7,079	D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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)	5. Number on Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	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 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
	\$ 32.565					12/15/2007	12/14/2016	

Edgar Filing: Anderson Daniel G - Form 4

Nonstatutory Stock Option 12-15-06							Class A Common Stock
2006 Restricted Stock Units (2)	\$ 0 (3)				12/15/2007(4)	12/14/2016(5)	Class A Common Stock
2007 Restricted Stock Unit (6)	\$ 0 <u>(7)</u>				12/14/2008(8)	12/13/2017(9)	Class A Common Stock
NSO 2007	\$ 43.61				12/14/2008	12/13/2017	Class A Common Stock
2008 Restricted Stock Units (10)	\$ 0 (11)				12/12/2009(12)	12/11/2018(13)	Class A Common Stock
2009 Restricted Stock Units	\$ 0				12/11/2010	12/11/2019	Class A Common Stock
Perf Based RSUs 3-16-10	\$ 0				12/31/2012	12/31/2012	Class A Common Stock
Nonstatutory Stock Option 8-23-03	\$ 8.95	11/19/2010	M	7,102	08/23/2004	08/23/2013	Class A Common Stock

Reporting Owners

Reporting Owner Name / Address	Kelationships						
	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 11/19/2010

**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).

Reporting Owners 4

Edgar Filing: Anderson Daniel G - Form 4

- (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 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.
- (5) 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.
- (**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.
- (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**) 1 for 1
- (11) Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock
- (12) 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.
- (13) 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.

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.