

DUGINSKI MICHAEL
Form 4
January 11, 2013

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
DUGINSKI MICHAEL

(Last) (First) (Middle)

C/O BERRY PETROLEUM COMPANY, 1999 BROADWAY, SUITE 3700

(Street)

DENVER, CO 80202

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
BERRY PETROLEUM CO [BRY]

3. Date of Earliest Transaction (Month/Day/Year)
01/10/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
____ Officer (give title below) _____ Other (specify below)
Exec. VP & COO

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 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 Ownership (Instr. 4)
				(A) or (D) Code V Amount Price			
Class A Common Stock					16,235	I	Held in 401(k) Plan
Class A Common Stock	01/10/2013		S	321 D \$ 35.45	35,487	D	
Class A Common Stock	01/10/2013		S	200 D \$ 35.5	35,287	D	
Class A Common Stock	01/10/2013		S	100 D \$	35,187	D	

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Common Stock						35.53	
Class A Common Stock	01/10/2013		S	100	D	\$ 35.54	35,087 D

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

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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. Transaction Code (Instr. 8)	5. Number 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 of Underlying Security (Instr. 3 and 4)
Nonstatutory Stock Option 12-05-03	\$ 9.97					12/05/2004 12/05/2013	Class A Common Stock 20
Nonstatutory Stock Option 11-23-04	\$ 21.58					11/23/2005 11/23/2014	Class A Common Stock 70
Nonstatutory Stock Option 12-15-05	\$ 30.645					12/15/2006 12/15/2015	Class A Common Stock 50
Nonstatutory Stock Option 12-15-06	\$ 32.565					12/15/2007 12/14/2016	Class A Common Stock 56
2007 Restricted Stock Unit ⁽¹⁾	\$ 0 ⁽²⁾					12/14/2008 ⁽³⁾ 12/13/2017 ⁽⁴⁾	Class A Common Stock 7,
NSO 2007	\$ 43.61					12/14/2008 12/13/2017	Class A Common Stock 36

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2008 Restricted Stock Units ⁽¹⁾	\$ 0 ⁽²⁾	12/12/2009 ⁽³⁾	12/11/2018 ⁽⁴⁾	Class A Common Stock	56
2009 Restricted Stock Units	\$ 0	12/11/2010	12/11/2019	Class A Common Stock	42
Perf Based RSUs 3-16-10 ⁽¹⁾	\$ 0 ⁽⁵⁾	12/31/2012 ⁽⁵⁾	12/31/2012	Class A Common Stock	18
March 2011 Employee RSU Grant	\$ 0	03/02/2012	03/02/2021	Class A Common Stock	12
Non-Statutory Stock Option 3-2-2011 - \$48.50	\$ 48.5	03/02/2012	03/02/2021	Class A Common Stock	14
Perf Based RSU 3-2-2011	\$ 0	12/31/2013	03/02/2021	Class A Common Stock	11
March 2, 2012 Employee RSU Grant	\$ 0	03/02/2013	03/02/2022	Class A Common Stock	11
Non Statutory Stock Option 3-2-12	\$ 53.02	03/02/2013	03/02/2022	Class A Common Stock	13
Perf Based RSUs 3-2-12	\$ 0	12/31/2014	03/02/2022	Class A Common Stock	10

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DUGINSKI MICHAEL C/O BERRY PETROLEUM COMPANY 1999 BROADWAY, SUITE 3700 DENVER, CO 80202			Exec. VP & COO	

Signatures

Kenneth A Olson under POA for Michael
Duginski

01/11/2013

**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.

Remarks:

All shares sold were to cover the tax obligation from the previous days restricted stock unit share issuance.

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