

Anderson Daniel G
 Form 4
 November 19, 2010

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
 Anderson Daniel G

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 11/18/2010

____ Director _____ 10% Owner
 ____ Officer (give title below) ____ Other (specify below)
 VP of Rocky Mtn. and Mid Conti

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

(Street)

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

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

DENVER, CO 80202

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|---------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | |
| Class A Common Stock | 11/18/2010 | | M | | 2,898 | A | \$ 8.95 9,977 | D | |
| Class A Common Stock | 11/18/2010 | | J | | 87 ⁽¹⁴⁾ | A | \$ 0 1,038 | I | Held in 401(k) Plan |
| Class A Common Stock | 11/18/2010 | | S | | 800 | D | \$ 38 9,177 | D | |
| Class A Common Stock | 11/18/2010 | | S | | 100 | D | \$ 38.005 9,077 | D | |

Edgar Filing: Anderson Daniel G - Form 4

| | | | | | | | | |
|----------------------|------------|--|---|-----|---|------------|-------|---|
| Common Stock | | | | | | | | |
| Class A Common Stock | 11/18/2010 | | S | 700 | D | \$ 38.01 | 8,377 | D |
| Class A Common Stock | 11/18/2010 | | S | 100 | D | \$ 38.015 | 8,277 | D |
| Class A Common Stock | 11/18/2010 | | S | 100 | D | \$ 38.0175 | 8,177 | D |
| Class A Common Stock | 11/18/2010 | | S | 898 | D | \$ 38.02 | 7,279 | D |
| Class A Common Stock | 11/18/2010 | | S | 100 | D | \$ 38.04 | 7,179 | D |
| Class A Common Stock | 11/18/2010 | | S | 100 | D | \$ 38.06 | 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. 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 Underlying Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------|
| | | | | | | Date Exercisable | Expiration Date | Title |
| | | | | Code | V (A) (D) | | | |
| Nonstatutory Stock Option 12-05-03 | \$ 9.97 | | | | | 12/05/2004 | 12/05/2013 | Class A Common Stock |
| Nonstatutory Stock Option | \$ 21.58 | | | | | 11/23/2005 | 11/23/2014 | Class A Common |

Edgar Filing: Anderson Daniel G - Form 4

| | | | | | | | | | |
|--|----------------------|------------|--|---|-------|----------------------------|----------------------------|--|----------------------------|
| 11-23-04 | | | | | | | | | 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 |
| Nonstatutory Stock Option 12-15-06 | \$ 32.565 | | | | | 12/15/2007 | 12/14/2016 | | 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 ⁽⁷⁾ | | | | | 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 | 11/18/2010 | | M | 2,898 | 08/23/2004 | 08/23/2013 | | Class A Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | 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).
- (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.
- (14) 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.

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.