

YOUNG MARTIN H JR

Form 4

June 17, 2011

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
YOUNG MARTIN H JR

(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)

06/16/2011

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)

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock	06/16/2011		M		10,000	A	\$ 8.07 50,000
Class A Common Stock	06/16/2011		S		100	D	\$ 45.5 49,900
Class A Common Stock	06/16/2011		S		100	D	\$ 45.6 49,800
Class A	06/16/2011		S		700	D	\$ 45.69 49,100

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Common
Stock

Class A Common Stock	06/16/2011	S	100	D	\$ 45.705	49,000	D
Class A Common Stock	06/16/2011	S	400	D	\$ 45.71	48,600	D
Class A Common Stock	06/16/2011	S	200	D	\$ 45.72	48,400	D
Class A Common Stock	06/16/2011	S	100	D	\$ 45.7275	48,300	D
Class A Common Stock	06/16/2011	S	200	D	\$ 45.73	48,100	D
Class A Common Stock	06/16/2011	S	300	D	\$ 45.74	47,800	D
Class A Common Stock	06/16/2011	S	100	D	\$ 45.755	47,700	D
Class A Common Stock	06/16/2011	S	423	D	\$ 45.76	47,277	D
Class A Common Stock	06/16/2011	S	500	D	\$ 45.77	46,777	D
Class A Common Stock	06/16/2011	S	377	D	\$ 45.82	46,400	D
Class A Common Stock	06/16/2011	S	100	D	\$ 45.8225	46,300	D
Class A Common Stock	06/16/2011	S	2,300	D	\$ 45.8685	44,000	D
Class A Common Stock	06/16/2011	S	148	D	\$ 45.873	43,852	D
Class A Common Stock	06/16/2011	S	300	D	\$ 45.88	43,552	D

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Class A Common Stock	06/16/2011	S	200	D	\$ 45.9	43,352	D
Class A Common Stock	06/16/2011	S	1,200	D	\$ 45.9067	42,152	D
Class A Common Stock	06/16/2011	S	852	D	\$ 45.907	41,300	D
Class A Common Stock	06/16/2011	S	200	D	\$ 45.96	41,100	D
Class A Common Stock	06/16/2011	S	1,100	D	\$ 45.9945	40,000	D

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

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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 A Underlying S (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Phantom Stock Units (1)	\$ 0 (2)					08/08/1988(3) 08/08/1988(4)	Class A Common Stock
Nonstatutory Stock Options 12-2-03	\$ 9.61					12/02/2003 12/02/2013	Class A Common Stock
Nonstatutory Stock Options 12-2-04	\$ 21.77					12/02/2004 12/02/2014	Class A Common Stock

Nonstatutory Stock Option 12-15-05	\$ 30.645				12/15/2005	12/15/2015	Class A Common Stock
Nonstatutory Stock Option 12-15-06	\$ 32.565				12/15/2006	12/14/2016	Class A Common Stock
2007 Restricted Stock Unit ⁽⁵⁾	\$ 0				01/01/2008 ⁽⁶⁾	12/13/2017 ⁽⁷⁾	Class A Common Stock
NSO 2007	\$ 43.61				12/14/2007	12/13/2017	Class A Common Stock
March 2011 Director RSU	\$ 0				03/02/2011	03/02/2021	Class A Common Stock
Nonstatutory Stock Options 12-2-02	\$ 8.07	06/16/2011	M	10,000 ⁽⁸⁾	12/02/2002	12/02/2012	Class A Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
YOUNG MARTIN H JR C/O BERRY PETROLEUM COMPANY 1999 BROADWAY, SUITE 3700 DENVER, CO 80202				

Signatures

Kenneth A Olson under POA for Martin Young 06/17/2011

__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) 1 for 1

(3) 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.

(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) 1 for 1

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- (6) 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.
- (7) 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.
- (8) Options exercised and shares sold under a 10b5-1 Plan established by filer.

Remarks:

Options exercised and shares sold under a pre-established 10b5-1.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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