

Wilson Steven
Form 4/A
January 07, 2009

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 *
Wilson Steven

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)
5201 TRUXTUN AVE., SUITE 300

3. Date of Earliest Transaction (Month/Day/Year)
12/31/2008

____ Director _____ 10% Owner
____ Officer (give title below) _____ Other (specify below)
Treasurer

(Street)
BAKERSFIELD, CA 93309

4. If Amendment, Date Original Filed(Month/Day/Year)
01/07/2009

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) | 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Class A Common Stock | | | | | | 4,197 | D |
| Class A Common Stock | 12/31/2008 | | J | V | 149 (21) | A \$ 0 967 | I Held in the Participant's 401k Account |

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

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SEC 1474 (9-02)

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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 11-23-04 | \$ 21.58 | | | | | Date Exercisable: 11/23/2005 Expiration Date: 11/23/2014 | Class A Common Stock |
| Nonstatutory Stock Option 12-15-05 | \$ 30.645 | | | | | Date Exercisable: 12/15/2006 Expiration Date: 12/15/2015 | Class A Common Stock |
| Nonstatutory Stock Option 12-15-06 | \$ 32.565 | | | | | Date Exercisable: 12/15/2007 Expiration Date: 12/14/2016 | Class A Common Stock |
| 2005 Restricted Stock Units <u>(1)</u> | \$ 0 <u>(2)</u> | | | | | Date Exercisable: 12/15/2006 ⁽³⁾ Expiration Date: 12/14/2015 ⁽⁴⁾ | Class A Common Stock |
| 2006 Restricted Stock Units <u>(5)</u> | \$ 0 <u>(6)</u> | | | | | Date Exercisable: 12/15/2007 ⁽⁷⁾ Expiration Date: 12/14/2016 ⁽⁸⁾ | Class A Common Stock |
| Restricted Stock Unit 4-20-06 <u>(9)</u> | \$ 0 <u>(10)</u> | | | | | Date Exercisable: 04/20/2009 ⁽¹¹⁾ Expiration Date: 04/19/2016 ⁽¹²⁾ | Class A Common Stock |
| NSO 10-16-03 \$9.315 | \$ 9.315 | | | | | Date Exercisable: 10/16/2004 Expiration Date: 10/16/2013 | Class A Common Stock |
| 2007 Restricted Stock Unit <u>(13)</u> | \$ 0 <u>(14)</u> | | | | | Date Exercisable: 01/01/2008 ⁽¹⁵⁾ Expiration Date: 12/13/2017 ⁽¹⁶⁾ | Class A Common Stock |
| NSO 2007 | \$ 43.61 | | | | | Date Exercisable: 12/14/2008 Expiration Date: 12/13/2017 | |

Class A
Common
Stock

2008

Restricted
Stock Units

\$ 0 ⁽¹⁸⁾

12/12/2009⁽¹⁹⁾ 12/11/2018⁽²⁰⁾

Class A
Common
Stock

(17)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------|-------|
| | Director | 10% Owner | Officer | Other |
| Wilson Steven 5201 TRUXTUN AVE., SUITE 300 BAKERSFIELD, CA 93309 | | | Treasurer | |

Signatures

Kenneth A. Olson under POA for Steve B.
Wilson

01/07/2009

 **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) The restricted stock units vests in four equal annual installments beginning December 15, 2006. Shares of Class A Common Stock will be delivered to the reporting person at the time of vesting.
- (4) The restricted stock units vests in four equal annual installments beginning December 15, 2006. Shares of Class A Common Stock will be delivered to the reporting person at the time of vesting.
- (5) 1 for 1
- (6) 1 for 1
- (7) 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.
- (8) 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.
- (9) 1 for 1
- (10) 1 for 1
- (11) Restricted Stock Units vest 100% three years from date of grant on 4/20/2009.
- (12) Restricted Stock Units vest 100% three years from date of grant. Shares of Class A Common Stock will be delivered to the reporting person at the time of vesting.
- (13) 1 for 1
- (14) Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock
- (15)

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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.

- (16) 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.
- (17) 1 for 1
- (18) Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock
- (19) 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.
- (20) 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.
- (21) 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.

Remarks:

This amended Form 4 is being filed to correct the shares of Class A Common Stock held at 12-31-2008 to reflect the 12-15-20

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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