

HEINEMANN ROBERT  
Form 4  
September 28, 2012

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

OMB APPROVAL

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**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 \*  
HEINEMANN ROBERT

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

3. Date of Earliest Transaction (Month/Day/Year)  
09/28/2012

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below)  
\_\_\_\_ 10% Owner  
\_\_\_\_ Other (specify below)  
President and CEO

(Street)  
DENVER, CO 80202

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

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 (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D) Price  |   |  |                                   |
| Class A Common Stock            |                                      |  |                                |   | 227,125   | D  |                                   |
| Class A Common Stock            |                                      |  |                                |   | 14,243  | I  | Held in 401(k) Plan               |

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

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SEC 1474 (9-02)

number.

**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) |                      |                               |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------|-------------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                | Amount of Underlying Security |
| Nonstatutory Stock Option 11-23-04         | \$ 21.58   |                                      |  |                                |   | 11/23/2005   | 11/23/2014  | Class A Common Stock | 10                            |
| Nonstatutory Stock Option 12-15-05         | \$ 30.645  |                                      |  |                                |   | 12/15/2006   | 12/15/2015  | Class A Common Stock | 15                            |
| Nonstatutory Stock Option 12-15-06         | \$ 32.565  |                                      |  |                                |   | 12/15/2007   | 12/14/2016  | Class A Common Stock | 17                            |
| 2007 Restricted Stock Unit <sup>(1)</sup>  | \$ 0 <sup>(2)</sup>                                    |                                      |  |                                |   | 12/14/2008 <sup>(3)</sup>                                | 12/13/2017 <sup>(4)</sup>                                   | Class A Common Stock | 23                            |
| NSO 2007                                   | \$ 43.61   |                                      |  |                                |   | 12/14/2008   | 12/13/2017  | Class A Common Stock | 89                            |
| 2008 Restricted Stock Units <sup>(1)</sup> | \$ 0 <sup>(2)</sup>                                    |                                      |  |                                |   | 12/12/2009 <sup>(3)</sup>                                | 12/11/2018 <sup>(4)</sup>                                   | Class A Common Stock | 17                            |
| 2009 Restricted Stock Units                | \$ 0   |                                      |  |                                |   | 12/11/2010   | 12/11/2019  | Class A Common Stock | 97                            |
| Perf Based RSUs 3-16-10 <sup>(1)</sup>     | \$ 0 <sup>(5)</sup>                                    |                                      |  |                                |   | 12/31/2012 <sup>(5)</sup>                                | 12/31/2012  | Class A Common Stock | 42                            |
| March 2011 Employee RSU Grant              | \$ 0   |                                      |  |                                |   | 03/02/2012   | 03/02/2021  | Class A Common Stock | 21                            |
| Non-Statutory Stock Option                 | \$ 48.5  |                                      |  |                                |   | 03/02/2012   | 03/02/2021  | Class A Common       | 33                            |



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- (7) 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.

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