

BUSCH RALPH B III
Form 4
January 11, 2013

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 *
BUSCH RALPH B III

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)
01/09/2013

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Class A Common Stock | | | | | 70,000 | I | As Co-Trustee of Charitable Trust |
| Class A Common Stock | | | | | 123,500 | I | As Co-Trustee of Union Bank Trust Shares |
| | | | | | 6,500 | I | |

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| | | | | | | | | | |
|----------------------------|------------|--|---|--------------------|---|--------------|---------|---|--|
| Class A Common Stock | | | | | | | | | Busch Family Foundation |
| Class A Common Stock | | | | | | 29,425 | | I | As Custodian for Minor Children |
| Class A Common Stock | 01/09/2013 | | M | 264 ⁽⁵⁾ | A | \$ 35,645 | 218,911 | 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 Amount Underlying Security (Instr. 3 and 4) | Am or Num of S | |
|---|---|---|---|---|--|--|--|-------------------------------------|----|
| Nonstatutory Stock Options 12-2-03 | \$ 9.61 | | | | | Date Exercisable 12/02/2003 | Expiration Date 12/02/2013 | Title Class A Common Stock | 10 |
| Nonstatutory Stock Options 12-2-04 | \$ 21.77 | | | | | 12/02/2004 | 12/02/2014 | Class A Common Stock | 10 |
| Nonstatutory Stock Option 12-15-05 | \$ 30.645 | | | | | 12/15/2005 | 12/15/2015 | Class A Common Stock | 10 |
| Phantom Stock Units <u>(1)</u> | \$ 0 ⁽¹⁾ | | | | | 08/08/1988 ⁽²⁾ | 08/08/1988 ⁽²⁾ | Class A Common Stock | 47 |
| | \$ 32.565 | | | | | 12/15/2006 | 12/14/2016 | | 10 |

| | | | | | | | | | |
|--|----------|------------|--|---|------------|---------------|------------|----------------------------|----|
| Nonstatutory Stock Option 12-15-06 | | | | | | | | Class A Common Stock | |
| NSO 2007 | \$ 43.61 | | | | | 12/14/2007 | 12/13/2017 | Class A Common Stock | 3, |
| March 2011 Director RSU (1) | \$ 0 (3) | | | | | 03/02/2011(4) | 03/02/2021 | Class A Common Stock | 2, |
| March 2 2012 Director RSU Grant | \$ 0 | | | | | 03/02/2012 | 03/02/2022 | Class A Common Stock | 2, |
| 2007 Restricted Stock Unit | \$ 0 | 01/09/2013 | | M | 264 (6) | 01/01/2008 | 12/13/2017 | Class A Common Stock | 1, |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

BUSCH RALPH B III
C/O BERRY PETROLEUM COMPANY
1999 BROADWAY, SUITE 3700
DENVER, CO 80202

Signatures

Kenneth A Olson under POA for Ralph
Busch

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) 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.

(3) Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock

(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) Vested shares issued pursuant to Rule 16b-3 plan.

(6) Issuance of 20% of RSU shares pursuant to a Rule 16b-3 Plan per deferral election in place at date of grant.

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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