

Wilson Steven
Form 4
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

(Last) (First) (Middle)

5201 TRUXTUN AVE., SUITE 300

(Street)

BAKERSFIELD, CA 93309

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/15/2008

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)
Treasurer

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Class A Common Stock					818	I	Held in the Participant's 401k Account	
Class A Common Stock	12/15/2008		M ⁽¹³⁾	400	A	\$ 8.74	3,978	D
Class A Common Stock	12/15/2008		M ⁽¹⁴⁾	500	A	\$ 8.74	4,478	D
	12/15/2008		F ⁽²¹⁾	281	D		4,197	D

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Class A
Common
Stock \$
8.74

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

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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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Nonstatutory Stock Option 11-23-04	\$ 21.58					11/23/2005	11/23/2014	Class A Common Stock
Nonstatutory Stock Option 12-15-05	\$ 30.645					12/15/2006	12/15/2015	Class A Common Stock
Nonstatutory Stock Option 12-15-06	\$ 32.565					12/15/2007	12/14/2016	Class A Common Stock
Restricted Stock Unit 4-20-06 ⁽¹⁾	\$ 0 ⁽²⁾					04/20/2009 ⁽³⁾	04/19/2016 ⁽⁴⁾	Class A Common Stock
NSO 10-16-03 \$9.315	\$ 9.315					10/16/2004	10/16/2013	Class A Common Stock
2007 Restricted Stock Unit ⁽⁵⁾	\$ 0 ⁽⁶⁾					01/01/2008 ⁽⁷⁾	12/13/2017 ⁽⁸⁾	Class A Common Stock
NSO 2007	\$ 43.61					12/14/2008	12/13/2017	Class A Common Stock

2008 Restricted Stock Units (9)	\$ 0 ⁽¹⁰⁾					12/12/2009 ⁽¹¹⁾	12/11/2018 ⁽¹²⁾	Class A Common Stock
2005 Restricted Stock Units (15)	\$ 0 ⁽¹⁶⁾	12/15/2008	M	400		12/15/2006 ⁽¹⁷⁾	12/14/2015	Class A Common Stock
2006 Restricted Stock Units (18)	\$ 0 ⁽¹⁹⁾	12/15/2008	M	500		12/15/2007 ⁽²⁰⁾	12/14/2016	Class A Common Stock

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
<small>**Signature of Reporting Person</small>	<small>Date</small>

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) Restricted Stock Units vest 100% three years from date of grant on 4/20/2009.
- (4) 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.
- (5) 1 for 1
- (6) Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock
- (7) 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.
- (8) 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.
- (9) 1 for 1
- (10) Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock
- (11) 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.

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- (12) 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.
- (13) Vested shares issued pursuant to Rule 16b-3 plan.
- (14) Vested shares issued pursuant to Rule 16b-3 plan.
- (15) 1 for 1
- (16) Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock
- (17) 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.
- (18) 1 for 1
- (19) Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock
- (20) 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.
- (21) Shares withheld incident to vesting of RSUs for the payment of tax liability issued in accordance with Rule 16b-3.

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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