

Wheat Jamie L  
Form 4  
March 06, 2013

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
Wheat Jamie L

(Last) (First) (Middle)  
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)  
03/04/2013

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)  
Controller

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Class A Common Stock            |                                      |  |                                |   | 411   | I  | Held in 401(k) Account                                |
| Class A Common Stock            | 03/04/2013                           |  | M                              | 530 <sup>(3)</sup> A  | \$ 45.8 3,462   | D  |   |
| Class A Common Stock            | 03/04/2013                           |  | M                              | 464 <sup>(3)</sup> A  | \$ 45.8 3,926   | D  |   |
| Class A Common                  | 03/04/2013                           |  | S                              | 300 D   | \$ 45.705 3,626   | D  |   |

Edgar Filing: Wheat Jamie L - Form 4

Stock

Class A

Common 03/04/2013 S 13 D \$ 45.704 3,613 D  
Stock

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.** 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 Underlying Security (Instr. 3 and 4) |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|
|   |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title   |
| 2009 Restricted Stock Units <sup>(1)</sup>      | \$ 0   |                                      |  |                                |   | 12/11/2010 <sup>(2)</sup> 12/11/2019                     | Class A Common Stock                              |
| Non-Statutory Stock Option 3-2-2011 - \$48.50   | \$ 48.5  |                                      |  |                                |   | 03/02/2012 03/02/2021                                    | Class A Common Stock                              |
| Non Statutory Stock Option 3-2-12               | \$ 53.02   |                                      |  |                                |   | 03/02/2013 03/02/2022                                    | Class A Common Stock                              |
| March 4, 2013 Employee RSU Grant <sup>(1)</sup> | \$ 0 <sup>(4)</sup>                                    | 03/04/2013                           |  | M                              | 3,475 <sup>(5)</sup>  | 03/04/2013 03/04/2023                                    | Class A Common Stock                              |
| March 2, 2012 Employee RSU Grant                | \$ 0   | 03/04/2013                           |  | M                              | 530 <sup>(3)</sup>  | 03/02/2013 03/02/2022                                    | Class A Common Stock                              |
| March 2011 Employee RSU Grant                   | \$ 0   | 03/04/2013                           |  | M                              | 464 <sup>(3)</sup>  | 03/02/2012 03/02/2021                                    | Class A Common Stock                              |

## Reporting Owners

| Reporting Owner Name / Address                                 | Relationships |           |            |       |
|--|---------------|-----------|------------|-------|
|  | Director      | 10% Owner | Officer    | Other |
| Wheat Jamie L<br>1999 BROADWAY, SUITE 3700<br>DENVER, CO 80202 |               |           | Controller |       |

## Signatures

|  |            |
|--|------------|
| Kenneth A. Olson Under POA for Jamie L.<br>Wheat | 03/06/2013 |
|--|------------|

\_\_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) Restricted Stock Units vest 25% per year from date of grant.
  - (3) Vested shares issued pursuant to Rule 16b-3 plan.
  - (4) Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock
  - (5) Grant of Restricted Stock Unit (RSU) under the Company's 2010 Equity Incentive Plan in a transaction exempt under Rule 16b-3(c). RSUs vest 25% per year from 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.