

CROPPER STEVE  
Form 4  
March 06, 2013

**FORM 4**

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

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**CROPPER STEVE**

(Last) (First) (Middle)

**C/O BERRY PETROLEUM  
COMPANY, 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)

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             |                                         | (A)<br>or<br>(D)                                                           |                                                                                                                    |                                                                      |                                                                   |
|                                       |                                         |                                                             |                                         | Code V Amount (D) Price                                                    |                                                                                                                    |                                                                      |                                                                   |
| Class A<br>Common<br>Stock            |                                         |                                                             |                                         |                                                                            | 15,000                                                                                                             | D                                                                    |                                                                   |

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  
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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)**

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| 1. Title of<br>Derivative<br>Security<br>(Instr. 3)      | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount<br>Underlying Security<br>(Instr. 3 and 4) |                    |                            |                                |
|----------------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|----------------------------------------------------------------|--------------------|----------------------------|--------------------------------|
|                                                          |                                                                       |                                         |                                                             | Code                                    | V                                                                                                               | (A)                                                            | (D) | Date Exercisable                                               | Expiration<br>Date | Title                      | Amount<br>or<br>Number<br>of S |
| Nonstatutory<br>Stock<br>Options<br>12-2-04              | \$ 21.77                                                              |                                         |                                                             |                                         |                                                                                                                 |                                                                |     | 12/02/2004                                                     | 12/02/2014         | Class A<br>Common<br>Stock | 10,                            |
| Nonstatutory<br>Stock Option<br>12-15-05                 | \$ 30.645                                                             |                                         |                                                             |                                         |                                                                                                                 |                                                                |     | 12/15/2005                                                     | 12/15/2015         | Class A<br>Common<br>Stock | 10,                            |
| Nonstatutory<br>Stock Option<br>12-15-06                 | \$ 32.565                                                             |                                         |                                                             |                                         |                                                                                                                 |                                                                |     | 12/15/2006                                                     | 12/14/2016         | Class A<br>Common<br>Stock | 10,                            |
| 2007<br>Restricted<br>Stock Unit <sup>(1)</sup>          | \$ 0 <sup>(2)</sup>                                                   |                                         |                                                             |                                         |                                                                                                                 |                                                                |     | 01/01/2008 <sup>(3)</sup>                                      | 12/13/2017         | Class A<br>Common<br>Stock | 1,                             |
| NSO 2007                                                 | \$ 43.61                                                              |                                         |                                                             |                                         |                                                                                                                 |                                                                |     | 12/14/2007                                                     | 12/13/2017         | Class A<br>Common<br>Stock | 3,                             |
| Phantom<br>Stock Units                                   | \$ 0                                                                  |                                         |                                                             |                                         |                                                                                                                 |                                                                |     | 08/08/1988                                                     | 08/08/1988         | Class A<br>Common<br>Stock | 3,                             |
| March 2011<br>Director RSU<br><sup>(1)</sup>             | \$ 0 <sup>(2)</sup>                                                   |                                         |                                                             |                                         |                                                                                                                 |                                                                |     | 03/02/2011 <sup>(3)</sup>                                      | 03/02/2021         | Class A<br>Common<br>Stock | 2,                             |
| March 2<br>2012<br>Director RSU<br>Grant                 | \$ 0                                                                  |                                         |                                                             |                                         |                                                                                                                 |                                                                |     | 03/02/2012                                                     | 03/02/2022         | Class A<br>Common<br>Stock | 2,                             |
| March 4,<br>2013<br>Director RSU<br>Grant <sup>(1)</sup> | \$ 0 <sup>(2)</sup>                                                   | 03/04/2013                              |                                                             | M                                       |                                                                                                                 | 2,629<br><sup>(4)</sup>                                        |     | 03/04/2013                                                     | 03/04/2023         | Class A<br>Common<br>Stock | 2,                             |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

## Edgar Filing: CROPPER STEVE - Form 4

Director   10% Owner   Officer   Other

CROPPER STEVE  
C/O BERRY PETROLEUM COMPANY  
1999 BROADWAY, SUITE 3700  
DENVER, CO 80202

## Signatures

Kenneth A Olson under POA for Stephen  
Cropper

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) Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock
- (3) 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.
- (4) Grant of Restricted Stock Unit (RSU) under the Company's 2005 Equity Incentive Plan in a transaction exempt under Rule 16b-3(c). RSUs are 100% vested on 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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