

BERRY PETROLEUM CO

Form 4

December 19, 2007

**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 \*  
**HEINEMANN ROBERT**

(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)  
12/14/2007

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)

President and CEO

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	12/14/2007		J	7 <sup>(13)</sup> D	\$ 0 4,832	I	Held in 401(k) Plan
Class A Common Stock	12/15/2007		M <sup>(14)</sup>	5,000 A	\$ 43.61 10,069	D	
Class A Common Stock	12/15/2007		M <sup>(15)</sup>	5,000 A	\$ 43.61 15,069	D	
Class A Common	12/15/2007		F <sup>(25)</sup>	3,990 D	\$ 43.61 11,079	D	

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Stock

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 Options	\$ 8.07								12/02/2002	12/02/2012	Class A Common Stock	
Nonstatutory Stock Options	\$ 9.61								12/02/2003	12/02/2013	Class A Common Stock	
Nonstatutory Stock Option	\$ 14.375								06/16/2005	06/16/2014	Class A Common Stock	
Nonstatutory Stock Option	\$ 21.58								11/23/2005	11/23/2014	Class A Common Stock	
Nonstatutory Stock Option	\$ 30.645								12/15/2006	12/15/2015	Class A Common Stock	
Phantom Stock Units <sup>(1)</sup>	\$ 0								08/08/1988	08/08/1988	Class A Common Stock	
Restricted Stock Unit	\$ 0 <sup>(3)</sup>								<sup>(4)</sup>	<sup>(5)</sup>	Class A Common Stock	
Nonstatutory Stock Option	\$ 32.565								12/15/2007	12/14/2016	Class A Common Stock	
2007 Restricted Stock Unit <sup>(6)</sup>	\$ 0 <sup>(7)</sup>	12/14/2007			<sup>(8)</sup>		29,810		<sup>(9)</sup>	<sup>(10)</sup>	Class A Common Stock	



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Grant of Nonstatutory Stock Option (NSO) under the Company's 2005 Equity Incentive Plan in a transaction exempt under Rule 16b-3(c). Shares vest 25% per year from date of grant.

- (12) Grant of Nonstatutory Stock Option (NSO) under the Company's 2005 Equity Incentive Plan in a transaction exempt under Rule 16b-3(c). Shares vest 25% per year from date of grant.
- (13) Changes in the number of shares of Common Stock held in the individuals 401(k) account due to required maintenance of cash position. All transactions were at market and non-discretionary.
- (14) Vested shares issued pursuant to Rule 16b-3 plan.
- (15) Vested shares issued pursuant to Rule 16b-3 plan.
- (16) 1 for 1
- (17) Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock
- (18) Vesting of 25% of RSU granted 12-15-2005
- (19) 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.
- (20) 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.
- (21) 1 for 1
- (22) Vesting of 25% of RSUs granted 12-15-2006
- (23) 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.
- (24) 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.
- (25) 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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