

HEINEMANN ROBERT
Form 4
January 03, 2006

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 *
HEINEMANN ROBERT

(Last) (First) (Middle)

**C/O BERRY PETROLEUM
COMPANY, 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)
12/30/2005

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)
 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Class A Common Stock | 12/30/2005 | | P | | 1,000 | A | \$ 57.06 |
| Class A Common Stock | 12/30/2005 | | J | V | 6 ⁽⁶⁾ | A | \$ 0 |
| | | | | | 1,167 | I | Held in 401(k) Plan |

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

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number.

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 of Underlying Security (Instr. 3 and 4) | | |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------|------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Am Nun Sha |
| Phantom Stock Units ⁽²⁾ | \$ 0 ⁽¹⁾ | 12/30/2005 | | A | 3 | 08/08/1988 ⁽²⁾ | 08/08/1988 ⁽²⁾ | Class A Common Stock | |
| Non-Statutory Stock Option (NSO) ⁽³⁾ | \$ 16.14 | | | | | 12/02/2002 | 12/02/2012 | Class A Common Stock | 5 |
| Non-Statutory Stock Option (NSO) ⁽³⁾ | \$ 19.22 | | | | | 12/02/2003 | 12/02/2013 | Class A Common Stock | 5 |
| Non-Statutory Stock Option (NSO) ⁽³⁾ | \$ 28.75 | | | | | 06/16/2005 | 06/16/2014 | Class A Common Stock | 10 |
| Non-Statutory Stock Option (NSO) ⁽³⁾ | \$ 43.16 | | | | | 11/23/2005 | 11/23/2014 | Class A Common Stock | 65 |
| Non-Statutory Stock Option (NSO) ⁽³⁾ | \$ 61.29 | | | | | 12/15/2006 | 12/15/2015 | Class A Common Stock | 75 |
| Restricted Stock Units (RSU) ⁽⁴⁾ | ⁽⁴⁾ | | | | | ⁽⁵⁾ | ⁽⁵⁾ | Class A Common Stock | 10 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| HEINEMANN ROBERT C/O BERRY PETROLEUM COMPANY 5201 TRUXTUN AVE., SUITE 300 | X | | President and CEO | |

BAKERSFIELD, CA 93309

Signatures

Kenneth A. Olson under POA for Robert F.
Heinemann

01/03/2006

__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 Stock and Compensation Plan in a transaction exempt under Rule 16b-3(c). Shares are issued under the terms of the Plan upon resignation from the Board.
- (3) NSO - Right to buy Berry Petroleum Company Class A Common Stock
- (4) Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock
- (5) The restricted stock units vest 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.
- (6) Between December 16, 2005 and December 30, 2005 the reporting person acquired shares of Berry Petroleum Company Common Stock in the Company's 401(k) Plan. All transactions were at market value and were non-discretionary.

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.