

Anderson Daniel G  
 Form 4  
 January 04, 2011

**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 \*  
 Anderson Daniel G

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 C/O BERRY PETROLEUM COMPANY, 1999 BROADWAY, SUITE 3700

3. Date of Earliest Transaction (Month/Day/Year)  
 12/31/2010

\_\_\_\_ Director  
 \_\_\_\_ Officer (give title below)  
 \_\_\_\_ 10% Owner  
 \_\_\_\_ Other (specify below)  
 VP of Rocky Mtn. and Mid Conti

(Street)  
 DENVER, CO 80202

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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)
				(A) or (D) Code V Amount (D) Price			
Class A Common Stock					8,287	D	
Class A Common Stock	12/31/2010		J	3 <sup>(10)</sup> A \$ 0	1,044	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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SEC 1474 (9-02)

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)	Amount or Number of Shares
Nonstatutory Stock Option 12-05-03	\$ 9.97					12/05/2004 12/05/2013	Class A Common Stock	3,0
Nonstatutory Stock Option 11-23-04	\$ 21.58					11/23/2005 11/23/2014	Class A Common Stock	30,0
Nonstatutory Stock Option 12-15-05	\$ 30.645					12/15/2006 12/15/2015	Class A Common Stock	20,0
Nonstatutory Stock Option 3-22-06	\$ 34.06					03/22/2009 <sup>(1)</sup> 03/22/2016	Class A Common Stock	40,0
Nonstatutory Stock Option 12-15-06	\$ 32.565					12/15/2007 12/14/2016	Class A Common Stock	20,0
2007 Restricted Stock Unit <sup>(2)</sup>	\$ 0 <sup>(3)</sup>					12/14/2008 <sup>(4)</sup> 12/13/2017 <sup>(5)</sup>	Class A Common Stock	4,7
NSO 2007	\$ 43.61					12/14/2008 12/13/2017	Class A Common Stock	14,2
2008 Restricted Stock Units <sup>(6)</sup>	\$ 0 <sup>(7)</sup>					12/12/2009 <sup>(8)</sup> 12/11/2018 <sup>(9)</sup>	Class A Common Stock	25,0
2009 Restricted Stock Units	\$ 0					12/11/2010 12/11/2019	Class A Common Stock	9,3

Perf Based					Class A
RSUs	\$ 0	12/31/2012	12/31/2012	Common	4,1
3-16-10				Stock	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Anderson Daniel G C/O BERRY PETROLEUM COMPANY 1999 BROADWAY, SUITE 3700 DENVER, CO 80202			VP of Rocky Mtn. and Mid Conti	

## Signatures

Kenneth A Olson under POA for Daniel Anderson	01/04/2011
<u>    </u> 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) Non Statutory Stock Options (NSO). NSOs vest 100% 3 years from date of grant.
  - (2) 1 for 1
  - (3) Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock
  - (4) 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.
  - (5) 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.
  - (6) 1 for 1
  - (7) Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock
  - (8) 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.
  - (9) 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.
  - (10) Shares of Common Stock acquired by the reporting person in the Company's 401(k) Plan. All transactions were at market 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.