

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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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)
 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 or (D) Price | | | | |
| Class A Common Stock | 12/14/2007 | | J | | 7 ⁽¹³⁾ | D | \$ 0 4,832 | I | Held in 401(k) Plan |
| Class A Common Stock | 12/15/2007 | | M ⁽¹⁴⁾ | | 5,000 | A | \$ 43.61 10,069 | D | |
| Class A Common Stock | 12/15/2007 | | M ⁽¹⁵⁾ | | 5,000 | A | \$ 43.61 15,069 | D | |
| Class A Common | 12/15/2007 | | F ⁽²⁵⁾ | | 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 ⁽¹⁾ | \$ 0 | | | | | | | | 08/08/1988 | 08/08/1988 | Class A Common Stock | |
| Restricted Stock Unit | \$ 0 ⁽³⁾ | | | | | | | | ⁽⁴⁾ | ⁽⁵⁾ | Class A Common Stock | |
| Nonstatutory Stock Option | \$ 32.565 | | | | | | | | 12/15/2007 | 12/14/2016 | Class A Common Stock | |
| 2007 Restricted Stock Unit ⁽⁶⁾ | \$ 0 ⁽⁷⁾ | 12/14/2007 | | ⁽⁸⁾ | | 29,810 | | | ⁽⁹⁾ | ⁽¹⁰⁾ | 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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