

Wolf David D  
Form 5  
January 04, 2012

**FORM 5**

OMB APPROVAL

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

OMB Number: 3235-0362  
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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). Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
Wolf David D  
  
(Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)  
  
\_\_\_\_ Director      \_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below)      \_\_\_\_ Other (specify below)  
Exec VP and CFO

C/O BERRY PETROLEUM COMPANY, 1999 BROADWAY, SUITE 3700  
  
(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
12/31/2011

DENVER, CO 80202  
  
(City) (State) (Zip)

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

6. Individual or Joint/Group Reporting  
  
(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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--------|----------|--|--|--|
|                                 |                                      |  |                                | (A) Amount  | or (D) | Price    |  |  |  |
| Class A Common Stock            | Â                                    | Â  | Â                              | Â   | Â      | Â        | 5,459  | I  | Held in the Company's 401(k) Plan          |
| Class A Common Stock            | 12/29/2011                           | Â  | A                              | 51 <sup>(5)</sup>   | A      | \$ 40.59 | 26,220   | D  | Â  |

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

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(9-02)

**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) |
|---|--|--------------------------------------|--|--------------------------------|---|-----|--|---------------------------|---|
|   |  |                                      |  |                                | (A)   | (D) | Date Exercisable   | Expiration Date           |   |
| RSU 8-4-08 <sup>(1)</sup>                     | \$ 0   | Â                                    | Â  | Â                              | Â   | Â   | 08/04/2011 <sup>(2)</sup>                                | 08/03/2018 <sup>(3)</sup> | Class A Common Stock                              |
| NSO   | \$ 41.18   | Â                                    | Â  | Â                              | Â   | Â   | 08/04/2011   | 08/03/2018                | Class A Common Stock                              |
| 2008 Restricted Stock Units <sup>(1)</sup>    | \$ 0   | Â                                    | Â  | Â                              | Â   | Â   | 12/12/2009 <sup>(4)</sup>                                | 12/11/2018 <sup>(3)</sup> | Class A Common Stock                              |
| 2009 Restricted Stock Units <sup>(1)</sup>    | \$ 0   | Â                                    | Â  | Â                              | Â   | Â   | 12/11/2010 <sup>(4)</sup>                                | 12/11/2019 <sup>(3)</sup> | Class A Common Stock                              |
| Perf Based RSUs 3-16-10                       | \$ 0   | Â                                    | Â  | Â                              | Â   | Â   | 12/31/2012   | 03/15/2020                | Class A Common Stock                              |
| March 2011 Employee RSU Grant                 | \$ 0   | Â                                    | Â  | Â                              | Â   | Â   | 03/02/2012   | 03/02/2021                | Class A Common Stock                              |
| Non-Statutory Stock Option 3-3-2011 - \$48.50 | \$ 48.5  | Â                                    | Â  | Â                              | Â   | Â   | 03/02/2012   | 03/02/2021                | Class A Common Stock                              |
| Perf Based RSU 3-2-2011                       | \$ 0   | Â                                    | Â  | Â                              | Â   | Â   | 12/31/2013   | 03/02/2021                | Class A Common Stock                              |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                   |       |
|--|---------------|-----------|-------------------|-------|
|  | Director      | 10% Owner | Officer           | Other |
| Wolf David D<br>C/O BERRY PETROLEUM COMPANY<br>1999 BROADWAY, SUITE 3700<br>DENVER, CO 80202 | ^             | ^         | ^ Exec VP and CFO | ^     |

## Signatures

Kenneth A. Olson under POA for David D.  
Wolf

01/04/2012

\_\_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) Restricted Stock Units vest 100% 3 years after date of grant but are subject to a deferral election.
  - (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) 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) Increase in shares from the reinvestment of dividends paid quarterly on common stock. All shares were purchased at market and were non-discretionary.

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### Remarks:

Form 5 filing to report shares acquired from dividend reinvestment plan purchases at year-end 2011.

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