

HEINEMANN ROBERT
Form 4
December 19, 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

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)
5201 TRUXTUN AVE., SUITE 300

3. Date of Earliest Transaction (Month/Day/Year)
12/15/2006

____ Director _____ 10% Owner
____ Officer (give title below) _____ Other (specify below)

President and CEO

(Street)

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

BAKERSFIELD, CA 93309

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Class A Common Stock	12/15/2006		M ⁽¹⁵⁾	5,000 A \$ 32.565	7,000	D	
Class A Common Stock	12/15/2006		J	V 14 ⁽¹⁶⁾ D \$ 0	3,529	I	Held in 401(k) Plan
Class A Common Stock	12/15/2006		F ⁽²²⁾	1,931 D \$ 32.565	5,069	D	

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 Underlying Instrument (Instr. 3)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Nonstatutory Stock Options	\$ 8.07					12/02/2002	12/02/2012	Class Common Stock
Nonstatutory Stock Options	\$ 9.61					12/02/2003	12/02/2013	Class Common Stock
Nonstatutory Stock Option	\$ 14.375					06/16/2005	06/16/2014	Class Common Stock
Nonstatutory Stock Option	\$ 21.58					11/23/2005	11/23/2014	Class Common Stock
Nonstatutory Stock Option	\$ 30.645					12/15/2006	12/15/2015	Class Common Stock
Phantom Stock Units <u>(1)</u>	\$ 0					08/08/1988	08/08/1988	Class Common Stock
Restricted Stock Unit <u>(3)</u>	\$ 0					01/31/2010 ⁽⁴⁾	01/31/2010 ⁽⁵⁾	Class Common Stock
Nonstatutory Stock Option	\$ 32.565	12/15/2006 ⁽⁶⁾		A ⁽⁷⁾	175,000	12/15/2007	12/14/2016	Class Common Stock
Restricted Stock Units <u>(9)</u>	\$ 0 ⁽¹⁰⁾	12/15/2006		A ⁽¹¹⁾	20,000	⁽¹³⁾	⁽¹⁴⁾	Class Common Stock
Restricted Stock Units <u>(17)</u>	\$ 0 ⁽¹⁸⁾	12/15/2006		M ⁽¹⁹⁾	5,000	⁽²⁰⁾	⁽²¹⁾	Class Common Stock

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- (19) Vesting of 25% of RSUs granted 12-15-2006
- (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) 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.
- (22) 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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