

Wilson Steven
Form 4
June 19, 2009

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
Wilson Steven

(Last) (First) (Middle)

C/O BERRY PETROLEUM COMPANY, 1999 BROADWAY, SUITE 3700

(Street)

DENVER, CO 80202

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
06/10/2009

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)
Treasurer

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Class A Common Stock | | | | (A) or (D) | Code V Amount (D) Price | | |
| | | | | | 6,042 | D | |
| Class A Common Stock | 06/10/2009 | | J(1) | 129 A \$ 0 | 1,988 | I | Held in the Participant's 401k Account |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form

SEC 1474 (9-02)

displays a currently valid OMB control 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 |
| Nonstatutory Stock Option 11-23-04 | \$ 21.58 | | | | | 11/23/2005 09/10/2009 | Class A Common Stock |
| NSO 10-16-03 \$9.315 | \$ 9.315 | | | | | 10/16/2004 09/10/2009 | Class A Common Stock |
| 2008 Restricted Stock Units | \$ 0 | 06/10/2009 | | E ⁽²⁾ | 6,667 ₍₃₎ | 12/12/2009 06/10/2009 ⁽⁴⁾ | Class A Common Stock |
| 2005 Restricted Stock Units | \$ 0 | 06/10/2009 | | E ⁽⁵⁾ | 400 ₍₆₎ | 12/15/2006 06/10/2009 ⁽⁷⁾ | Class A Common Stock |
| 2006 Restricted Stock Units | \$ 0 | 06/10/2009 | | E ⁽⁸⁾ | 1,000 ₍₉₎ | 12/15/2007 06/10/2009 ⁽¹⁰⁾ | Class A Common Stock |
| 2007 Restricted Stock Unit | \$ 0 | 06/10/2009 | | E ⁽¹¹⁾ | 860 ₍₁₂₎ | 01/01/2008 02/10/2010 | Class A Common Stock |
| Nonstatutory Stock Option 12-15-05 | \$ 30.645 | 06/10/2009 | | E ⁽¹³⁾ | 1,000 ₍₁₄₎ | 12/15/2006 02/10/2010 | Class A Common Stock |
| Nonstatutory Stock Option 12-15-06 | \$ 32.565 | 06/10/2009 | | E ⁽¹⁵⁾ | 2,000 ₍₁₆₎ | 12/15/2007 02/10/2010 | Class A Common Stock |
| NSO 2007 | \$ 43.61 | 06/10/2009 | | E ⁽¹⁷⁾ | 2,580 ₍₁₈₎ | 12/14/2008 02/10/2010 | Class A Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------|-------|
| | Director | 10% Owner | Officer | Other |
| Wilson Steven C/O BERRY PETROLEUM COMPANY 1999 BROADWAY, SUITE 3700 DENVER, CO 80202 | | | Treasurer | |

Signatures

| | |
|--|------------|
| Kenneth A. Olson under POA for Steve B. Wilson | 06/19/2009 |
| **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) 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.
 - (2) Expiration of unvested options and restricted stock units upon termination of employment.
 - (3) Expiration of unvested options and restricted stock units upon termination of employment.
 - (4) Expiration of unvested options and restricted stock units upon termination of employment.
 - (5) Expiration of unvested options and restricted stock units upon termination of employment.
 - (6) Expiration of unvested options and restricted stock units upon termination of employment.
 - (7) Expiration of unvested options and restricted stock units upon termination of employment.
 - (8) Expiration of unvested options and restricted stock units upon termination of employment.
 - (9) Expiration of unvested options and restricted stock units upon termination of employment.
 - (10) Expiration of unvested options and restricted stock units upon termination of employment.
 - (11) Expiration of unvested options and restricted stock units upon termination of employment.
 - (12) Expiration of unvested options and restricted stock units upon termination of employment.
 - (13) Expiration of unvested options and restricted stock units upon termination of employment.
 - (14) Expiration of unvested options and restricted stock units upon termination of employment.
 - (15) Expiration of unvested options and restricted stock units upon termination of employment.
 - (16) Expiration of unvested options and restricted stock units upon termination of employment.
 - (17) Expiration of unvested options and restricted stock units upon termination of employment.
 - (18) Expiration of unvested options and restricted stock units upon termination of employment.

Remarks:

Mr. Wilson's employment as the Company's Treasurer ended on June 10, 2009. His unvested options and RSUs were cancelled effective on that date. The vested options can be exercised until the dates shown.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Edgar Filing: Wilson Steven - Form 4

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.