

Wilson Steven  
 Form 4  
 September 04, 2009

**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 \*  
 Wilson Steven

(Last) (First) (Middle)

4900 CALIFORNIA AVENUE,  
 SUITE 350-B

(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)  
 09/04/2009

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)  
 Former Treasurer

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)
Class A Common Stock					2,052	I	Held in the Participant's 401k Account
Class A Common Stock	09/04/2009		M	5,000 A	\$ 21.58 11,042	D	
Class A Common Stock	09/04/2009		S	2,500 D	\$ 22 8,542	D	
	09/04/2009		S	2,500 D	6,042	D	

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Class A  
Common  
Stock \$  
22.75

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)
Nonstatutory Stock Option 12-15-05	\$ 30.645					Date Exercisable: 12/15/2006 Expiration Date: 02/10/2010	Class A Common Stock
Nonstatutory Stock Option 12-15-06	\$ 32.565					Date Exercisable: 12/15/2007 Expiration Date: 02/10/2010	Class A Common Stock
NSO 10-16-03 \$9.315	\$ 9.315					Date Exercisable: 10/16/2004 Expiration Date: 09/10/2009	Class A Common Stock
2007 Restricted Stock Unit <sup>(1)</sup>	\$ 0 <sup>(2)</sup>					Date Exercisable: 01/01/2008 <sup>(3)</sup> Expiration Date: 01/08/2010 <sup>(4)</sup>	Class A Common Stock
NSO 2007	\$ 43.61					Date Exercisable: 12/14/2008 Expiration Date: 02/10/2010	Class A Common Stock
Nonstatutory Stock Option 11-23-04	\$ 21.58	09/04/2009		M	5,000	Date Exercisable: 11/23/2005 Expiration Date: 09/10/2009	Class A Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wilson Steven 4900 CALIFORNIA AVENUE, SUITE 350-B BAKERSFIELD, CA 93309				Former Treasurer

## Signatures

Kenneth A. Olson under POA for Steve B. Wilson	09/04/2009
<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) 1 for 1
- (2) Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock
- (3) 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.
- (4) 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.

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.