

GAUL J HERBERT JR
 Form 4
 May 04, 2010

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

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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 *
GAUL J HERBERT JR

(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)
05/04/2010

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)

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)
				(A) or (D)	Price		
				Code	V	Amount	
Class A Common Stock	05/04/2010		M	10,000 A	\$ 7.8438	24,000	D
Class A Common Stock	05/04/2010		M	10,000 A	\$ 7.725	34,000	D
Class A Common Stock	05/04/2010		M	10,000 A	\$ 8.07	44,000	D
Class A Common Stock	05/04/2010		M	10,000 A	\$ 9.61	54,000	D

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Common Stock							
Class A Common Stock	05/04/2010	S	2,600	D	\$ 31.9301	51,400	D
Class A Common Stock	05/04/2010	S	200	D	\$ 31.94	51,200	D
Class A Common Stock	05/04/2010	S	300	D	\$ 31.97	50,900	D
Class A Common Stock	05/04/2010	S	2,940	D	\$ 31.9734	47,960	D
Class A Common Stock	05/04/2010	S	400	D	\$ 31.98	47,560	D
Class A Common Stock	05/04/2010	S	200	D	\$ 32.015	47,360	D
Class A Common Stock	05/04/2010	S	100	D	\$ 32.02	47,260	D
Class A Common Stock	05/04/2010	S	100	D	\$ 32.025	47,160	D
Class A Common Stock	05/04/2010	S	200	D	\$ 32.14	46,960	D
Class A Common Stock	05/04/2010	S	300	D	\$ 32.18	46,660	D
Class A Common Stock	05/04/2010	S	300	D	\$ 32.19	46,360	D
Class A Common Stock	05/04/2010	S	400	D	\$ 32.275	45,960	D
Class A Common Stock	05/04/2010	S	100	D	\$ 32.29	45,860	D
Class A Common Stock	05/04/2010	S	100	D	\$ 32.39	45,760	D

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Class A Common Stock	05/04/2010	S	100	D	\$ 32.45	45,660	D
Class A Common Stock	05/04/2010	S	100	D	\$ 32.46	45,560	D
Class A Common Stock	05/04/2010	S	1,000	D	\$ 32.76	44,560	D
Class A Common Stock	05/04/2010	S	100	D	\$ 32.85	44,460	D

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

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SEC 1474
(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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Nonstatutory Stock Options 12-2-04	\$ 21.77					12/02/2004	12/02/2014	Class A Common Stock
Nonstatutory Stock Option 12-15-05	\$ 30.645					12/15/2005	12/15/2015	Class A Common Stock
Phantom Stock Units <u>(1)</u>	\$ 0 ⁽²⁾					08/08/1988 ⁽³⁾	08/08/1988 ⁽⁴⁾	Class A Common Stock
Nonstatutory Stock Option 12-15-06	\$ 32.565					12/15/2006	12/14/2016	Class A Common Stock
	\$ 0					01/01/2008 ⁽⁶⁾	12/13/2017 ⁽⁷⁾	

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Phantom Stock Units acquired under the Company's Non-Employee Director Deferred Compensation Plan in a transaction exempt under Rule 16b-3(c). Shares of Common Stock are issued under terms of the Plan upon resignation from the board of directors.

- (5) 1 for 1
- (6) The RSU granted is 100% vested at the date of grant but the receipt of shares are subject to a deferral period which is generally at least four years from the grant date as per the deferral election.
- (7) 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.

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