

Ayers William B
Form 4
March 06, 2013

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 *
Ayers William B

(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)
03/04/2013

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)
VP of Human Resources

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount (A) or (D) Price | | |
| Class A Common Stock | 03/04/2013 | | M | | 1,956 A \$ 46.05 15,644 | D | |
| Class A Common Stock | 03/04/2013 | | M | | 3,093 (1) A \$ 46.05 18,737 | D | |
| Class A Common Stock | 03/04/2013 | | M | | 1,773 (1) A \$ 46.05 20,510 | D | |
| Class A Common Stock | 03/05/2013 | | S | | 300 D \$ 46.39 20,210 | D | |

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| | | | | | | | |
|----------------------|------------|---|-----|---|-----------|--------|---|
| Common Stock | | | | | | | |
| Class A Common Stock | 03/05/2013 | S | 100 | D | \$ 46.391 | 20,110 | D |
| Class A Common Stock | 03/05/2013 | S | 104 | D | \$ 46.411 | 20,006 | D |
| Class A Common Stock | 03/05/2013 | S | 300 | D | \$ 46.412 | 19,706 | D |
| Class A Common Stock | 03/05/2013 | S | 100 | D | \$ 46.42 | 19,606 | D |
| Class A Common Stock | 03/05/2013 | S | 700 | D | \$ 46.432 | 18,906 | 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 and Amount of Underlying Security (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Non-Statutory Stock Option 5-18-06 | \$ 31.615 | | | | | 05/18/2007 | 05/17/2016 | Class A Common Stock | 10,000 |
| Nonstatutory Stock Option 12-15-06 | \$ 32.565 | | | | | 12/15/2007 | 12/14/2016 | Class A Common Stock | 5,000 |
| NSO 2007 | \$ 43.61 | | | | | 12/14/2008 | 12/13/2017 | Class A Common | 6,800 |

| | | | | | | | Stock | | |
|--|----------|------------|--|---|--------------|------------|------------|----------------------------|-----|
| Non-Statutory Stock Option 3-2-2011 - \$48.50 | \$ 48.5 | | | | | 03/02/2014 | 03/02/2021 | Class A Common Stock | 2,3 |
| Perf Based RSUs 3-16-10 | \$ 46.05 | 03/04/2013 | | M | 1,956 (2) | 12/31/2012 | 12/31/2012 | Class A Common Stock | 3,0 |
| Perf Based RSUs 3-16-10 | \$ 0 | 03/04/2013 | | M | 1,048 (3) | 12/31/2012 | 12/31/2012 | Class A Common Stock | 3,0 |
| March 2011 Employee RSU Grant | \$ 0 | 03/04/2013 | | M | 3,093 (1) | 03/02/2012 | 03/02/2021 | Class A Common Stock | 3,0 |
| 2009 Restricted Stock Units | \$ 0 | 03/04/2013 | | M | 1,773 (1) | 12/11/2010 | 12/11/2019 | Class A Common Stock | 7,0 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Ayers William B C/O BERRY PETROLEUM COMPANY 1999 BROADWAY, SUITE 3700 DENVER, CO 80202 | | | VP of Human Resources | |

Signatures

Kenneth A. Olson under POA for W. B. Ayers
03/06/2013

**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) Vested shares issued pursuant to Rule 16b-3 plan.
- (2) Performance Shares issued pursuant to terms of Award Agreement under Rule 16b-3 Plan.
- (3) Performance Shares cancelled in excess of shares issued under terms of Performance Share Plan.

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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