

DUGINSKI MICHAEL  
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 \*  
DUGINSKI MICHAEL

(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)  
Exec. VP & COO

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					16,505	I	Held in 401(k) Plan
Class A Common Stock	03/04/2013		M		<u>12,231</u> <sup>(5)</sup>	A	\$ 46.05 47,318
Class A Common Stock	03/04/2013		M		<u>2,947</u> <sup>(7)</sup>	A	\$ 45.8 50,265
Class A Common Stock	03/04/2013		S		100	D	\$ 45.62 50,165

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Common Stock							
Class A Common Stock	03/04/2013	S	192	D	\$ 45.622	49,973	D
Class A Common Stock	03/04/2013	S	400	D	\$ 45.631	49,573	D
Class A Common Stock	03/04/2013	S	260	D	\$ 45.634	49,313	D
Class A Common Stock	03/05/2013	S	2,721	D	\$ 46.511	46,592	D
Class A Common Stock	03/05/2013	S	700	D	\$ 46.513	45,892	D
Class A Common Stock	03/05/2013	S	300	D	\$ 46.514	45,592	D
Class A Common Stock	03/05/2013	S	100	D	\$ 46.518	45,492	D
Class A Common Stock	03/05/2013	S	300	D	\$ 46.5305	45,192	D
Class A Common Stock	03/05/2013	S	1,782	D	\$ 46.531	43,410	D
Class A Common Stock	03/05/2013	S	100	D	\$ 46.534	43,310	D
Class A Common Stock	03/05/2013	S	100	D	\$ 46.542	43,210	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)

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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 Option 12-05-03	\$ 9.97					12/05/2004	12/05/2013	Class Common Stock
Nonstatutory Stock Option 11-23-04	\$ 21.58					11/23/2005	11/23/2014	Class Common Stock
Nonstatutory Stock Option 12-15-05	\$ 30.645					12/15/2006	12/15/2015	Class Common Stock
Nonstatutory Stock Option 12-15-06	\$ 32.565					12/15/2007	12/14/2016	Class Common Stock
2007 Restricted Stock Unit <sup>(1)</sup>	\$ 0 <sup>(2)</sup>					12/14/2008 <sup>(3)</sup>	12/13/2017 <sup>(4)</sup>	Class Common Stock
NSO 2007	\$ 43.61					12/14/2008	12/13/2017	Class Common Stock
2008 Restricted Stock Units <sup>(1)</sup>	\$ 0 <sup>(2)</sup>					12/12/2009 <sup>(3)</sup>	12/11/2018 <sup>(4)</sup>	Class Common Stock
2009 Restricted Stock Units	\$ 0					12/11/2010	12/11/2019	Class Common Stock
March 2011 Employee RSU Grant	\$ 0					03/02/2012	03/02/2021	Class Common Stock
Non-Statutory Stock Option 3-2-2011 - \$48.50	\$ 48.5					03/02/2012	03/02/2021	Class Common Stock
Perf Based RSU 3-2-2011	\$ 0					12/31/2013	03/02/2021	Class Common Stock
Non Statutory Stock Option	\$ 53.02					03/02/2013	03/02/2022	Class Common Stock

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3-2-12

Perf Based RSUs 3-2-12	\$ 0					12/31/2014	03/02/2022	Sto Clas Com Sto
March 4, 2013 Employee RSU Grant <sup>(1)</sup>	\$ 0 <sup>(2)</sup>	03/04/2013	M	27,145 <sup>(6)</sup>		03/04/2014	03/04/2023	Clas Com Sto
Perf Based RSUs 3-16-10	\$ 0	03/04/2013	M	12,231 <sup>(5)</sup>		12/31/2012	12/31/2012	Clas Com Sto
Perf Based RSUs 3-16-10	\$ 0	03/04/2013	M	6,545 <sup>(8)</sup>		12/31/2012	12/31/2012	Clas Com Sto
March 2, 2012 Employee RSU Grant	\$ 0	03/04/2013	M	2,947 <sup>(7)</sup>		03/02/2013	03/02/2022	Clas Com Sto

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director    10% Owner    Officer                      Other
DUGINSKI MICHAEL C/O BERRY PETROLEUM COMPANY 1999 BROADWAY, SUITE 3700 DENVER, CO 80202	Exec. VP & COO

## Signatures

Kenneth A Olson under POA for Michael  
Duginski

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) 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.
- (5) Performance Shares issued pursuant to terms of Award Agreement under Rule 16b-3 Plan.
- (6) Grant of Restricted Stock Unit (RSU) under the Company's 2010 Equity Incentive Plan in a transaction exempt under Rule 16b-3(c). RSUs vest 25% per year from date of grant.
- (7) Vested shares issued pursuant to Rule 16b-3 plan.

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(8) Performance Shares cancelled in excess of shares issued under terms of Performance Share Plan.

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