

BERRY PETROLEUM CO  
Form 11-K  
June 15, 2010

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 11-K

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

For the Fiscal Year Ended December 31, 2009

OR

TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934 (NO FEE REQUIRED)

For the Transition Period From

Commission File Number 1-9735

A. Full title of the Plan and the address of the Plan, if different from that of the issuer named  
below:

BERRY PETROLEUM COMPANY THRIFT PLAN

B. Name of issuer of the securities held pursuant to the Plan and the address of its principal  
executive office:

Berry Petroleum Company  
1999 Broadway, Ste 3700  
Denver, CO 80202

BERRY PETROLEUM COMPANY  
THRIFT PLAN

FINANCIAL STATEMENTS  
AND SUPPLEMENTAL SCHEDULE  
(With Report of Independent Registered Public Accounting Firm)

December 31, 2009 and 2008

BERRY PETROLEUM COMPANY THRIFT PLAN

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Benefit Plans Committee of the  
Berry Petroleum Company Thrift Plan:

We have audited the accompanying statements of net assets available for benefits of the Berry Petroleum Company Thrift Plan (the Plan) as of December 31, 2009 and 2008, and the related statement of changes in net assets available for benefits for the year ended December 31, 2009. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Plan is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2009 and 2008 and the changes in net assets available for benefits for the year ended December 31, 2009, in conformity with accounting principles generally accepted in the United States of America.

Our audits were made for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental Schedule H, Line 4i – Schedule of Assets (Held at End of Year) as of December 31, 2009, is presented for the purpose of additional analysis and is not a required part of the basic 2009 financial statements, but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in our audit of the basic 2009 financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic 2009 financial statements taken as a whole.

KMJ Corbin & Company LLP  
/s/ KMJ Corbin & Company LLP  
Costa Mesa, California  
June 9, 2010

BERRY PETROLEUM COMPANY THRIFT PLAN  
 Statements of Net Assets Available for Benefits  
 December 31, 2009 and 2008

	2009	2008
ASSETS:		
Investments, at fair value:		
Interest bearing cash	\$ 383,228	\$ 307,887
Shares in registered investment companies	17,172,417	11,977,743
Common and collective trust	3,623,964	4,623,978
Common stock	-	96,071
Corporate debt	-	30,920
Common stock of sponsor	6,572,188	1,955,757
Participants loans	859,923	775,373
	28,611,720	19,767,729
Accrued income	-	269
Total Assets	28,611,720	19,767,998
LIABILITIES:		
Other liabilities	9,269	15,374
Net assets available for benefits, at fair value	28,602,451	19,752,624
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	67,388	249,427
Net assets available for benefits	\$ 28,669,839	\$ 20,002,051

The accompanying notes are an integral part of these financial statements.

**BERRY PETROLEUM COMPANY THRIFT PLAN**  
**Statement of Changes in Net Assets Available for Benefits**  
**Year Ended December 31, 2009**

Additions to (deductions from) net assets attributable to:

Investment income

Interest and dividends	\$ 334,600
Interest from participant loans	51,882
Net appreciation in fair value of investments	9,352,482
Net investment income	9,738,964

Contributions:

Employer	1,414,083
Participants	2,102,350
Rollovers	94,247
Total contributions	3,610,680

Total additions	13,349,644
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Deductions:

Benefits paid to participants	(4,671,838)
Administrative fees	(10,018)

Total deductions	(4,681,856)
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Net increase in net assets	8,667,788
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Net assets available for benefits:

Beginning of year	20,002,051
End of year	\$ 28,669,839

The accompanying notes are an integral part of these financial statements.

BERRY PETROLEUM COMPANY THRIFT PLAN  
NOTES TO FINANCIAL STATEMENTS

Note 1. Description of Plan

The following description of the Berry Petroleum Company Thrift Plan (the Plan) is provided for general information purposes only. Participants should refer to the Plan Agreement for more complete information.

General

The Plan is sponsored and administered by Berry Petroleum Company (the Company or Plan Sponsor). The Plan is a defined contribution plan under Section 401(a) of the Internal Revenue Code (the Code), which includes a cash or deferred arrangement under 401(k) of the Code, and is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended. Effective December 31, 2009, the Plan was amended (the Amendment). The Amendment, among other things, added an automatic enrollment feature to the Plan. All new employees, and all existing employees that did not previously participate in the Plan, are automatically enrolled into the Plan. In addition, 6% of eligible compensation for participants automatically enrolled is contributed to the Plan, unless the participant declines the automatic enrollment. This percentage of eligible compensation is increased by 1% on an annual basis up to a maximum of 8% of eligible compensation.

Administration

The Benefit Plans Committee (the "Committee") appointed by the Board of Directors and consisting of at least three members, has the authority to control and manage operation and administration of the Plan. The Plan assets are held under a trust for which Fidelity Management Trust Company, (Fidelity) acts as trustee and are administered under a trust agreement which requires that the trustee hold, administer, and distribute the funds of the Plan in accordance with the Plan document and the instructions of the Committee or its designees. Four officers of the Company, Walter B. Ayers, Shawn M. Canaday, Kenneth A. Olson and David D. Wolf make up the members of the Committee, and Berry Petroleum Company is the Plan Sponsor. On August 25, 2009, the Board of Directors of the Company approved Mr. Canaday to replace Mr. Wilson who resigned from the Company and adding Mr. Canaday as an additional member of the Committee. Certain administrative expenses are paid by the Company.

Contributions

Employees who elect to participate in the Plan may contribute from 1% to 60% of their eligible compensation, as defined in the Plan Agreement. The Company match consists of a 100% match of each participant's contribution up to the first 8% of the participant's eligible compensation.

Participant and employer contributions are subject to statutory limitations, which for 2009 were \$16,500 for employee contributions and \$49,000 for total employee and employer contributions, respectively. Employees who have attained the age of 50 by the end of the Plan year are eligible to make an additional catch-up contribution, for which the limit was \$5,500 for 2009. Participants vest immediately in their contributions, and vesting in employer contributions is at a rate of 20% per year of service during the first five years of employment. In addition, participants may elect to contribute a percentage of eligible compensation into the Plan on an after-tax basis or as noted above as a Roth 401(k) contribution. After-tax contributions are subject to special Internal Revenue Code rules which must be satisfied and reduce the maximum amount a participant may contribute. Any contributions that adversely affect the Plan's non-discrimination tests may be refused or refunded.





BERRY PETROLEUM COMPANY THRIFT PLAN  
NOTES TO FINANCIAL STATEMENTS

## Note 1. Description of Plan, continued

## Contributions, continued

Contributions made by or on behalf of Plan participants are invested as directed by the participants and held under a trust agreement in one or more of the investment options as directed by participants in accordance with the provisions of the Plan Agreement. Employees may choose to have their contributions invested in the Fidelity Managed Income Portfolio, the Berry Petroleum Company Common Stock Fund and a selection of mutual funds.

## Investment Funds

The investment selections available to participants are as follows:

Berry Petroleum Company Common Stock Fund	ABF Large Cap Value PA Fund
Fidelity Managed Income Portfolio Fund	Columbia Acorn International Z Fund
Fidelity Contrafund	CRM Mid Cap Value Investor Fund
Fidelity Diversified International Fund	Managers AMG Essex Small/MicroCap Growth A Fund
Fidelity Low-Priced Stock Fund	Morgan Stanley Institutional Equity Growth B Fund
Fidelity Puritan Fund	Oppenheimer Developing Markets A Fund
Fidelity Freedom Income Fund	Pimco High Yield Admin Fund
Fidelity Freedom Funds (1)	Pimco Real Return Bond Fund
Fidelity U.S. Bond Index Fund	Spartan U.S. Equity Index Fund
ABF Small Cap Value PA Fund	

(1) The entire range of Freedom Funds are available and comprise the Freedom 2000, 2005, 2010, 2015, 2020, 2025, 2030, 2035, 2040, 2045 and 2050.

The following investments had fair values at December 31, 2009 and 2008 representing more than 5% of net assets available for benefits:

	2009	2008
Berry Petroleum Company Common Stock Fund	\$ 6,946,113 (a)	\$ 2,052,928 (a)
Fidelity Managed Income Portfolio	3,623,964 (b)	4,623,978 (b)