

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

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

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(8) 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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