#### **BUSCH RALPH B III**

Form 4

September 28, 2012

## FORM 4

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** 

3235-0287 Number:

**OMB APPROVAL** 

January 31, Expires: 2005

Estimated average burden hours per

response... 0.5

5. Relationship of Reporting Person(s) to

Issuer

if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

BERRY PETROLEUM CO [BRY]

Symbol

1(b).

(Print or Type Responses)

**BUSCH RALPH B III** 

1. Name and Address of Reporting Person \*

		DLIKK	T TETROLLOWI CO [BKT]	(Check all applicable)			
	Y PETROLEUM Y, 1999 BROADV	(Month/ 09/28/2	of Earliest Transaction Day/Year) 2012	Director Officer (	1	0% Owner Other (specify	
	(Street)		nendment, Date Original onth/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
DENVER,	CO 80202			Form filed by More than One Reporting Person			
(City)	(State)	(Zip) Tak	ole I - Non-Derivative Securities	Acquired, Dispose	d of, or Benefic	cially Owned	
1.Title of Security (Instr. 3)  Class A Common Stock	2. Transaction Date (Month/Day/Year)	e 2A. Deemed Execution Date, if any (Month/Day/Year)	Code Disposed of (D)	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				70,000	I	As Co-Trustee of Charitable Trust	
Class A Common Stock				123,500	I	As Co-Trustee of Union Bank Trust	

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	Persons who respond to the conformation contained in this for required to respond unless the displays a currently valid OMB	SEC 1474 (9-02)	
Reminder: Report on a separate line for each class of securities by	peneficially owned directly or indirectly.		
Class A Common Stock	14,526	I	As Custodian for Minor Children
Class A Common Stock	6,500	I	Busch Family Foundation
			Shares

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  $(e.g.,\, {\it puts},\, {\it calls},\, {\it warrants},\, {\it options},\, {\it convertible}\, {\it securities})$ 

number.

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. Transactic Code (Instr. 8)		6. Date Exercisab Expiration Date (Month/Day/Year		7. Title and A Underlying S (Instr. 3 and	Securitie
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Nonstatutory Stock Options 12-2-02	\$ 8.07					12/02/2002	12/02/2012	Class A Common Stock	10,00
Nonstatutory Stock Options 12-2-03	\$ 9.61					12/02/2003	12/02/2013	Class A Common Stock	10,00
Nonstatutory Stock Options 12-2-04	\$ 21.77					12/02/2004	12/02/2014	Class A Common Stock	10,00
Nonstatutory Stock Option 12-15-05	\$ 30.645					12/15/2005	12/15/2015	Class A Common Stock	10,00
Nonstatutory Stock Option	\$ 32.565					12/15/2006	12/14/2016	Class A Common	10,00

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12-15-06							Stock	
2007 Restricted Stock Unit (1)	\$ 0 (2)				01/01/2008(3)	12/13/2017	Class A Common Stock	1,05
NSO 2007	\$ 43.61				12/14/2007	12/13/2017	Class A Common Stock	3,95
March 2011 Director RSU	\$ 0 (2)				03/02/2011(3)	03/02/2021	Class A Common Stock	2,49
March 2 2012 Director RSU Grant	\$ 0				03/02/2012	03/02/2022	Class A Common Stock	2,23
Phantom Stock Units	\$ 0	09/28/2012	A	575 (4)	08/08/1988	08/08/1988	Class A Common Stock	45,88

# **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

BUSCH RALPH B III C/O BERRY PETROLEUM COMPANY 1999 BROADWAY, SUITE 3700 DENVER, CO 80202

## **Signatures**

Kenneth A Olson under POA for Ralph Busch 09/28/2012

\*\*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 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.
- (4) 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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