DUGINSKI MICHAEL
Form 4
October 01, 2009

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)
09/30/2009

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								16,566	D	
Class A Common Stock	09/30/2009		J	V	128 (17)	D	$ 0	10,715	I	Held in 401(k) Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

number.

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 Amo Underlying Secur (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am or Nu of S
Nonstatutory Stock Option 2-1-02	$ 7.445							02/01/2003	02/01/2012	Class A Common Stock	20
Nonstatutory Stock Option 12-6-02	$ 8.25							12/06/2003	12/06/2012	Class A Common Stock	30
Nonstatutory Stock Option 12-05-03	$ 9.97							12/05/2004	12/05/2013	Class A Common Stock	60
Nonstatutory Stock Option 11-23-04	$ 21.58							11/23/2005	11/23/2014	Class A Common Stock	70
Nonstatutory Stock Option 12-15-05	$ 30.645							12/15/2006	12/15/2015	Class A Common Stock	50
2005 Restricted Stock Units (1)	$ 0 (2)							12/15/2006(3)	12/14/2015(4)	Class A Common Stock	2
Nonstatutory Stock Option 12-15-06	$ 32.565							12/15/2007	12/14/2016	Class A Common Stock	56
2006 Restricted Stock Units (5)	$ 0 (6)							12/15/2007(7)	12/14/2016(8)	Class A Common Stock	5
2007 Restricted Stock Unit (9)	$ 0 (10)							12/14/2008(11)	12/13/2017(12)	Class A Common Stock	12

NSO 2007	$ 43.61	12/14/2008	12/13/2017	Class A Common Stock	36
2008 Restricted Stock Units (13)	$ 0 (14)	12/12/2009(15)	12/11/2018(16)	Class A Common Stock	70

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	10/01/2009
**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 restricted stock units vests in four equal annual installments beginning December 15, 2006. Shares of Class A Common Stock will be delivered to the reporting person at the time of vesting.
(4)	The restricted stock units vests in four equal annual installments beginning December 15, 2006. Shares of Class A Common Stock will be delivered to the reporting person at the time of vesting.
(5)	1 for 1
(6)	Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock
(7)	The restricted stock units vests in four equal annual installments beginning December 15, 2007. Shares of Class A Common Stock will be delivered to the reporting person at the time of vesting.
(8)	The restricted stock units vests in four equal annual installments beginning December 15, 2007. Shares of Class A Common Stock will be delivered to the reporting person at the time of vesting.
(9)	1 for 1
(10)	Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock
(11)	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.
(12)	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.
(13)	1 for 1
(14)	Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock

(15) 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.

(16) 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.

(17) Changes in the number of shares of Common Stock held in the individuals 401(k) account due to required maintenance of cash position. All transactions were at market and non-discretionary.

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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