

Anderson Daniel G
 Form 4
 January 06, 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 *
 Anderson Daniel G

2. Issuer Name and Ticker or Trading Symbol
 BERRY PETROLEUM CO [BRY]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 C/O BERRY PETROLEUM
 COMPANY 5201 TRUXTUN

3. Date of Earliest Transaction
 (Month/Day/Year)
 12/15/2008

____ Director
 ____ Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
 VP of Rocky Mtn. and Mid Conti

(Street)
 BAKERSFIELD, CA 93309

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (D) Price | | |
| Class A Common Stock | | | | | 650 ⁽¹⁾ | I | Held in 401(k) Plan |
| Class A Common Stock | 12/15/2008 | | M ⁽⁷⁾ | | 1,250 A \$ 8.74 | D | |
| Class A Common Stock | 12/15/2008 | | M ⁽⁸⁾ | | 1,750 A \$ 8.74 | D | |
| Class A Common | 12/15/2008 | | F ⁽¹⁷⁾ | | 933 D \$ 8.74 | D | |

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Stock

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)

| 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 Underlying Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Nonstatutory Stock Option 8-23-03 | \$ 8.95 | | | | | 08/23/2004 | 08/23/2013 | Class A Common Stock |
| Nonstatutory Stock Option 12-05-03 | \$ 9.97 | | | | | 12/05/2004 | 12/05/2013 | Class A Common Stock |
| Nonstatutory Stock Option 11-23-04 | \$ 21.58 | | | | | 11/23/2005 | 11/23/2014 | Class A Common Stock |
| Nonstatutory Stock Option 12-15-05 | \$ 30.645 | | | | | 12/15/2006 | 12/15/2015 | Class A Common Stock |
| Nonstatutory Stock Option 3-22-06 | \$ 34.06 | | | | | 03/22/2009 ⁽²⁾ | 03/22/2016 | Class A Common Stock |
| Nonstatutory Stock Option 12-15-06 | \$ 32.565 | | | | | 12/15/2007 | 12/14/2016 | Class A Common Stock |
| NSO 2007 | \$ 43.61 | | | | | 12/14/2008 | 12/13/2017 | Class A Common Stock |
| 2008 Restricted Stock Units | \$ 0 ⁽⁴⁾ | | | | | 12/12/2009 ⁽⁵⁾ | 12/11/2018 ⁽⁶⁾ | Class A Common Stock |

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- (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 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.
- (16) 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.
- (17) Shares withheld incident to vesting of RSUs for the payment of tax liability issued in accordance with Rule 16b-3.

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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