

DUGINSKI MICHAEL
Form 4/A
January 07, 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)
12/31/2008

4. If Amendment, Date Original Filed(Month/Day/Year)
01/05/2009

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
___ Officer (give title below) ___ Other (specify below)
Chief Oper. Officer & Exec. VP

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (D) Price | | | |
| Class A Common Stock | | | | | 16,566 | D | |
| Class A Common Stock | 12/31/2008 | | J | V <u>132</u> (17) A \$ 0 | 11,126 | 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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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 Amount of Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code V | (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| 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 <u>(13)</u> | \$ 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 | | | Chief Oper. Officer & Exec. VP | |

Signatures

Kenneth A Olson under POA for Michael
Duginski

01/07/2009

 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

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- (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) Shares of Common Stock acquired by the reporting person in the Company's 401(k) Plan. All transactions were at market and were non-discretionary.

Remarks:

This amended Form 4 is being filed to show the correct shares and RSU's held at 12-31-2008 after filing the Form 4 on 1-7-20

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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