

Ciotti George W
Form 5
January 25, 2013

FORM 5

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

Check this box if
no longer subject
to Section 16.
Form 4 or Form
5 obligations
may continue.
See Instruction
1(b).
Form 3 Holdings
Reported
Form 4
Transactions
Reported

**ANNUAL 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

OMB APPROVAL

OMB
Number: 3235-0362
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1. Name and Address of Reporting Person *
Ciotti George W

(Last) (First) (Middle)

1999 BROADWAY, SUITE 3700

(Street)

DENVER, CO 80202

(City) (State) (Zip)

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

3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2012

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 ____ Other (specify
below) below)

VP of Rocky Mtn Prod

6. Individual or Joint/Group Reporting

(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 at end of Issuer's Fiscal Year (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	Â	Â	Â	Â Â Â Â	5,734	I	Held in 401(k) account
Class A Common Stock	12/31/2012	Â	J ⁽³⁾	63 ⁽³⁾ A \$ 0	10,157	D	Â

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

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SEC 2270
(9-02)

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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 Amount of Underlying Security (Instr. 3 and 4)
					(A) (D)	Date Exercisable Expiration Date	Title or Number of Shares
2009 Restricted Stock Units ⁽¹⁾	\$ 0	Â	Â	Â	Â Â	12/11/2010 ⁽²⁾ 12/11/2019	Class A Common Stock 1
Perf Based RSUs 3-16-10	\$ 0	Â	Â	Â	Â Â	12/31/2012 12/31/2012	Class A Common Stock 5
March 2011 Employee RSU Grant	\$ 0	Â	Â	Â	Â Â	03/02/2012 03/02/2021	Class A Common Stock 4
Non-Statutory Stock Option 3-2-2011 - \$48.50	\$ 48.5	Â	Â	Â	Â Â	03/02/2012 03/02/2021	Class A Common Stock 4
Perf Based RSU 3-2-2011	\$ 0	Â	Â	Â	Â Â	12/31/2013 03/02/2021	Class A Common Stock 3
March 2, 2012 Employee RSU Grant	\$ 0	Â	Â	Â	Â Â	03/02/2013 03/02/2022	Class A Common Stock 3
Non Statutory Stock Option 3-2-12	\$ 53.02	Â	Â	Â	Â Â	03/02/2013 03/02/2022	Class A Common Stock 4
Perf Based RSUs 3-2-12	\$ 0	Â	Â	Â	Â Â	12/31/2014 03/02/2022	Class A Common Stock 3

Reporting Owners

Reporting Owner Name / Address	Relationships
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Director 10% Owner Officer Other

Ciotti George W
1999 BROADWAY, SUITE 3700 VP of Rocky Mtn Prod
DENVER, CO 80202

Signatures

Kenneth A. Olson Under POA for George W. 01/25/2013
Ciotti

____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) Restricted Stock Units vest 25% per year from date of grant.
- (3) Increase in shares from the reinvestment of dividends paid quarterly on common stock. All shares were purchased at market and were non-discretionary.

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Remarks:

Form 5 filing to report shares acquired from the reinvestment of dividends in Company stock.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.