

BERRY PETROLEUM CO

Form 3/A

March 09, 2007

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF 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 *

Â Wilson Steven

(Last)

(First)

(Middle)

5201 TRUXTUN AVE., SUITE
300

(Street)

BAKERSFIELD, Â CA Â 93309

(City)

(State)

(Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

03/09/2007

3. Issuer Name **and** Ticker or Trading Symbol

BERRY PETROLEUM CO [BRY]

4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

☐ Director ☐ 10% Owner☐ Officer ☐ Other

(give title below) (specify below)

Controller

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

01/08/2007

6. Individual or Joint/Group
Filing(Check Applicable Line)☒ Form filed by One Reporting
Person☐ Form filed by More than One
Reporting Person**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Class A Common Stock

0

D

Â

Class A Common Stock

261

I

Held in the Participant's 401k
AccountReminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative
Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)3. Title and Amount of
Securities Underlying
Derivative Security4. Conversion
or Exercise5. Ownership
Form of6. Nature of
Indirect Beneficial
Ownership

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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Nonstatutory Stock Option	11/23/2005 ⁽¹⁾	11/23/2014	Class A Common Stock	10,000	\$ 21.58	D	Â
Nonstatutory Stock Option	12/15/2006 ⁽²⁾	12/15/2015	Class A Common Stock	4,000	\$ 30.645	D	Â
Nonstatutory Stock Option	12/15/2007 ⁽³⁾	12/14/2016	Class A Common Stock	4,000	\$ 32.565	D	Â
Restricted Stock Units	Â ⁽⁵⁾	Â ⁽⁶⁾	Class A Common Stock	1,200	\$ 0 ⁽⁴⁾	D	Â
Restricted Stock Units	Â ⁽⁸⁾	Â ⁽⁹⁾	Class A Common Stock	2,000	\$ 0 ⁽⁷⁾	D	Â
Restricted Stock Unit	Â ⁽¹¹⁾	Â ⁽¹²⁾	Class A Common Stock	2,400	\$ 0 ⁽¹⁰⁾	D	Â
NSO 10-16-03 \$9.315	10/16/2004 ⁽¹³⁾	10/16/2013	Class A Common Stock	5,000	\$ 9.315	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wilson Steven 5201 TRUXTUN AVE., SUITE 300 BAKERSFIELD, CA 93309	Â	Â	Â Controller	Â

Signatures

Kenneth A. Olson under POA for Steve B. Wilson 03/09/2007

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) NSO vest 25% per year beginning one year after date of grant.

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- (2) NSO vest 25% per year beginning one year after date of grant.
- (3) NSO vest 25% per year beginning one year after date of grant.
- (4) 1 for 1
- (5) 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.
- (6) 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.
- (7) 1 for 1
- (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) 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.
- (10) 1 for 1
- (11) Restricted Stock Units vest 100% three years from date of grant on 4/20/2009.
- (12) Restricted Stock Units vest 100% three years from date of grant. Shares of Class A Common Stock will be delivered to the reporting person at the time of vesting.
- (13) NSO vest 25% per year beginning one year after date of grant.

^

Remarks:

Form 3 is being amended to report the correct number of Restricted Stock Units held from the 1

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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