

**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**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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|--|--|--|
| 1. Name and Address of Reporting Person*<br><u>Smith Arthur T.</u><br><br>(Last) (First) (Middle)<br>16000 N. DALLAS PARKWAY, SUITE 500<br><br>(Street)<br>DALLAS TX 75248<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>Berry Petroleum Corp [ BRY ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><b>President &amp; CEO</b> |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>03/01/2019</u>              |  |
| 4. If Amendment, Date of Original Filed (Month/Day/Year)   |  |  |

**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   |   |  |   |
| Common Stock                    | 03/01/2019                           |  | M                              |   | 66,667 <sup>(1)</sup>   | A          | \$0     | 219,200   | D  |   |
| Common Stock                    | 03/01/2019                           |  | F                              |   | 15,634  | D          | \$12.75 | 203,566   | D  |   |

**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 Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|--|--|---|--|
|  |  |                                      |  | Code                           | V | (A)  | (D) | Date Exercisable   | Expiration Date |   |  |  |   |  |
| Restricted Stock Units 2019                | \$0 <sup>(2)</sup>                                     | 03/01/2019                           |  | A                              |   | 131,765  |     | (2)  | (2)             | Common Stock  | \$0 <sup>(2)</sup>                         | 131,765  | D   |  |
| Restricted Stock Units                     | \$0 <sup>(1)</sup>                                     | 03/01/2019                           |  | M                              |   | 66,667   |     | (1)  | (1)             | Common Stock  | \$0 <sup>(1)</sup>                         | 66,666   | D   |  |

**Explanation of Responses:**

- Each Restricted Stock Unit granted under the Second Amended and Restated Berry Petroleum Corporation 2017 Omnibus Incentive Plan represents a contingent right to receive one share of common stock, par value \$0.0001 per share, of Berry Petroleum Corporation. One-third of the Restricted Stock Units vest on each of the first three anniversaries of March 1, 2017, subject to the continued employment of the Reporting Person.
- Represents an award of Restricted Stock Units under the Second Amended and Restated Berry Petroleum Corporation 2017 Omnibus Incentive Plan approved November 7, 2018, subject to the number of shares underlying such award being determined based on the March 1, 2019 closing price of Berry Petroleum Corporation common stock. Accordingly, the grant of such Restricted Stock Units occurred on March 1, 2019. Each Restricted Stock Unit represents a contingent right to receive one share of common stock, par value \$0.0001 per share, of Berry Petroleum Corporation. One-third of the Restricted Stock Units vest on each of the first three anniversaries of March 1, 2019, subject to the continued employment of the Reporting Person.

Arthur T. Smith, by Jordan D. Scott, as attorney-in-fact 03/04/2019

\*\* Signature of Reporting Person Date

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

\* 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).

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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