

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-09** | Period of Report: **2013-01-08**
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REPORTING OWNER

Canaday Shawn Michael

CIK: **1311067**

Type: **4** | Act: **34** | File No.: **001-09735** | Film No.: **13521262**

Mailing Address

5201 TRUXTUN AVENUE
SUITE 300
BAKERSFIELD CA 93309

ISSUER

BERRY PETROLEUM CO

CIK: **778438** | IRS No.: **770079387** | State of Incorporation: **DE** | Fiscal Year End: **1231**
SIC: **1311** Crude petroleum & natural gas

Mailing Address

1999 BROADWAY
SUITE 3700
DENVER CO 80202

Business Address

1999 BROADWAY
SUITE 3700
DENVER CO 80202
303-999-4400

FORM 4

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

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

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person Canaday Shawn Michael			2. Issuer Name and Ticker or Trading Symbol BERRY PETROLEUM CO [BRY]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) VP and Treasurer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/08/2013					
C/O BERRY PETROLEUM COMPANY, 1999 BROADWAY, SUITE 3700			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
(Street) DENVER, CO 80202								
(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock								1,408	I	Held in the Company's 401(k) Plan
Class A Common Stock	01/08/2013		M		14,333 ⁽¹⁾		A	\$35.535	19,229	D
Class A Common Stock	01/09/2013		S		1,288 ⁽³⁾		D	\$35.2277	17,941	D
Class A Common Stock	01/09/2013		S		326 ⁽³⁾		D	\$35.25	17,615	D
Class A Common Stock	01/09/2013		S		500 ⁽³⁾		D	\$35.26	17,115	D
Class A Common Stock	01/09/2013		S		200 ⁽³⁾		D	\$35.3	16,915	D
Class A Common Stock	01/09/2013		S		400 ⁽³⁾		D	\$35.31	16,515	D
Class A Common Stock	01/09/2013		S		100 ⁽³⁾		D	\$35.335	16,415	D
Class A Common Stock	01/09/2013		S		400 ⁽³⁾		D	\$35.34	16,015	D
Class A Common Stock	01/09/2013		S		600 ⁽³⁾		D	\$35.35	15,415	D
Class A Common Stock	01/09/2013		S		400 ⁽³⁾		D	\$35.38	15,015	D
Class A Common Stock	01/09/2013		S		100 ⁽³⁾		D	\$35.4	14,915	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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D)	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	10. Ownership Form of Derivative Security:	11. Nature of Indirect Beneficial Ownership (Instr. 4)
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	Derivative Security		(Month/Day/Year)			(Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Following Reported Transaction(s) (Instr. 4)	Direct (D) or Indirect (I) (Instr. 4)	
				Code	V	(A)	(D)							
Nonstatutory Stock Option 12-05-03	\$9.97							12/05/2004	12/05/2013	Class A Common Stock	5,000	5,000	D	
Nonstatutory Stock Option 12-15-05	\$30.645							12/15/2006	12/15/2015	Class A Common Stock	10,000	10,000	D	
Nonstatutory Stock Option 11-23-04	\$21.58							11/23/2005	11/23/2014	Class A Common Stock	10,000	10,000	D	
Nonstatutory Stock Option 12-15-06	\$32.565							12/15/2007	12/14/2016	Class A Common Stock	12,500	12,500	D	
NSO 2007	\$43.61							12/14/2008	12/13/2017	Class A Common Stock	7,053	7,053	D	
2009 Restricted Stock Units	\$ 0							12/11/2010	12/11/2019	Class A Common Stock	7,465	7,465	D	
Perf Based RSUs 3-16-10	\$ 0							12/31/2012	12/31/2012	Class A Common Stock	3,755	3,755	D	
March 2011 Employee RSU Grant	\$ 0							03/02/2012	03/02/2021	Class A Common Stock	2,475	2,475	D	
Non-Statutory Stock Option 3-2-2011 - \$48.50	\$48.5							03/02/2012	03/02/2021	Class A Common Stock	2,840	2,840	D	
Perf Based RSU 3-2-2011	\$ 0							12/31/2013	03/02/2021	Class A Common Stock	2,164	2,164	D	
March 2, 2012 Employee RSU Grant	\$ 0							03/02/2013	03/02/2022	Class A Common Stock	2,830	2,830	D	
Non Statutory Stock Option 3-2-12	\$53.02							03/02/2013	03/02/2022	Class A Common Stock	3,340	3,340	D	
Perf Based RSUs 3-2-12	\$ 0							12/31/2014	03/02/2022	Class A Common Stock	2,475	2,475	D	
2008 Restricted Stock Units	\$ 0	01/08/2013		<u>M</u>		14,333 ⁽²⁾		12/12/2009	12/11/2018	Class A Common Stock	14,333	\$35.535	0	D

Explanation of Responses:

1. Issuance of shares from previous RSU grant based on meeting terms and timing of deferral election.
2. Issuance of 100% of RSU shares pursuant to a Rule 16b-3 Plan per deferral election in place at date of grant .
3. Shares sold to cover tax liability of issuance of deferred RSU shares.

Signatures

[Kenneth A Olson under POA for Shawn Canaday](#)

** Signature of Reporting Person

[01/09/2013](#)

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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