

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

DUGINSKI MICHAEL

CIK: **1175107**

Type: **4** | Act: **34** | File No.: **001-09735** | Film No.: **13521315**

Mailing Address

*C/O BERRY PETROLEUM CO
5201 TRUXTUN AVE STE 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 DUGINSKI MICHAEL			2. Issuer Name and Ticker or Trading Symbol BERRY PETROLEUM CO [BRY]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) Exec. VP & COO		
(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 ____ 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								16,235	I	Held in 401(k) Plan
Class A Common Stock	01/08/2013		M		14,000 ⁽⁴⁾	A	\$35.535	37,614	D	
Class A Common Stock	01/09/2013		M		2,408 ⁽⁴⁾	A	\$35.645	40,022	D	
Class A Common Stock	01/09/2013		S		1,276	D	\$35.0123	38,746	D	
Class A Common Stock	01/09/2013		S		100	D	\$35.02	38,646	D	
Class A Common Stock	01/09/2013		S		626	D	\$35.03	38,020	D	
Class A Common Stock	01/09/2013		S		74	D	\$35.04	37,946	D	
Class A Common Stock	01/09/2013		S		400	D	\$35.08	37,546	D	
Class A Common Stock	01/09/2013		S		100	D	\$35.13	37,446	D	
Class A Common Stock	01/09/2013		S		600	D	\$35.14	36,846	D	
Class A Common Stock	01/09/2013		S		800	D	\$35.15	36,046	D	
Class A Common Stock	01/09/2013		S		27	D	\$35.16	36,019	D	
Class A Common Stock	01/09/2013		S		111	D	\$35.21	35,908	D	
Class A Common Stock	01/09/2013		S		100	D	\$35.24	35,808	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative	2. Conversion or Exercise	3. Transaction	3A. Deemed Execution	4. Transaction	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Securities Underlying	8. Price of Derivative	9. Number of Derivative Securities	10. Ownership Form of	11. Nature of Indirect Beneficial
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Security (Instr. 3)	Price of Derivative Security	Date (Month/Day/Year)	Date, if any (Month/Day/Year)	Code (Instr. 8)		Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Derivative Security (Instr. 3 and 4)		Security (Instr. 5)	Beneficially Owned Following Reported Transaction(s) (Instr. 4)	Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)
				Code	V	(A)	(D)			Title	Amount or Number of Shares				
Nonstatutory Stock Option 12-05-03	\$9.97							12/05/2004	12/05/2013	Class A Common Stock	20,000		20,000	D	
Nonstatutory Stock Option 11-23-04	\$21.58							11/23/2005	11/23/2014	Class A Common Stock	70,000		70,000	D	
Nonstatutory Stock Option 12-15-05	\$30.645							12/15/2006	12/15/2015	Class A Common Stock	50,000		50,000	D	
Nonstatutory Stock Option 12-15-06	\$32.565							12/15/2007	12/14/2016	Class A Common Stock	56,000		56,000	D	
NSO 2007	\$43.61							12/14/2008	12/13/2017	Class A Common Stock	36,133		36,133	D	
2009 Restricted Stock Units	\$ 0							12/11/2010	12/11/2019	Class A Common Stock	42,919		42,919	D	
Perf Based RSUs 3-16-10 ⁽¹⁾	\$ 0 ⁽²⁾							12/31/2012 ⁽²⁾	12/31/2012	Class A Common Stock	18,776		18,776 ⁽²⁾	D	
March 2011 Employee RSU Grant	\$ 0							03/02/2012	03/02/2021	Class A Common Stock	12,887		12,887	D	
Non-Statutory Stock Option 3-2-2011 - \$48.50	\$48.5							03/02/2012	03/02/2021	Class A Common Stock	14,790		14,790	D	
Perf Based RSU 3-2-2011	\$ 0							12/31/2013	03/02/2021	Class A Common Stock	11,275		11,275	D	
March 2, 2012 Employee RSU Grant	\$ 0							03/02/2013	03/02/2022	Class A Common Stock	11,789		11,789	D	
Non Statutory Stock Option 3-2-12	\$53.02							03/02/2013	03/02/2022	Class A Common Stock	13,914		13,914	D	
Perf Based RSUs 3-2-12	\$ 0							12/31/2014	03/02/2022	Class A Common Stock	10,314		10,314	D	
2008 Restricted Stock Units	\$ 0	01/08/2013		<u>M</u>			14,000 ⁽⁵⁾	12/12/2009	12/11/2018	Class A Common Stock	70,000	\$35.535	56,000	D	
2007 Restricted Stock Unit	\$ 0	01/09/2013		<u>M</u>			2,408 ⁽⁵⁾	12/14/2008	12/13/2017	Class A Common Stock	9,632	\$35.645	7,224	D	

Explanation of Responses:

1. 1 for 1
2. Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock if certain pre-established performance factors, as set forth in the Company's Form 8-K dated March 18, 2010, are met.
3. Per the Agreement this is the maximum number of performance based RSUs that may be received if all performance factors are achieved as outlined in the Form 8-K dated March 18, 2010.
4. Issuance of shares from previous RSU grant based on meeting terms and timing of deferral election.
5. Issuance of 20% of RSU shares pursuant to a Rule 16b-3 Plan per deferral election in place at date of grant.

Remarks:

Shares were sold to cover taxes due on RSU share issuance.

Signatures

[Kenneth A Olson under POA for Michael Duginski](#)

** 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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