

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**
SEC Accession No. [0001246360-13-000344](#)

([HTML Version](#) on [secdatabase.com](#))

ISSUER

BERRY PETROLEUM CO

CIK: **778438** | IRS No.: **770079387** | State of Incorp.: **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

REPORTING OWNER

CRAWFORD GEORGE T

CIK: **1174817**
Type: **4** | Act: **34** | File No.: **001-09735** | Film No.: **13521316**

Mailing Address
C/O BERRY PETROLEUM
COMPANY
1999 BROADWAY, SUITE
3700
DENVER CO 80202

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	
OMB Number:	3235-0287
Expires:	02/28/2011
Estimated average burden hours per response	0.5

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 CRAWFORD GEORGE T			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 _____ Other (specify below) Snr VP of CA Production		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/08/2013					
C/O BERRY PETROLEUM COMPANY, 5201 TRUXTUN AVE.			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) BAKERSFIELD, CA 93309								
(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								4,369	I	Held in 401(k) Plan
Class A Common Stock	01/08/2013		M		5,333 ⁽¹⁾	A	\$35.535	7,918	D	
Class A Common Stock	01/09/2013		M		952 ⁽¹⁾	A	\$35.645	8,870	D	
Class A Common Stock	01/09/2013		S		443	D	\$35.21	8,427	D	
Class A Common Stock	01/09/2013		S		840	D	\$35.22	7,587	D	
Class A Common Stock	01/09/2013		S		326	D	\$35.24	7,261	D	
Class A Common Stock	01/09/2013		S		100	D	\$35.26	7,161	D	
Class A Common Stock	01/09/2013		S		100	D	\$35.27	7,061	D	
Class A Common Stock	01/09/2013		S		100	D	\$35.29	6,961	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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		(A)	(D)					

Nonstatutory Stock Option 12-15-05	\$30.645						12/15/2006	12/15/2015	Class A Common Stock	20,000		20,000	D
Nonstatutory Stock Option 12-15-06	\$32.565						12/15/2007	12/14/2016	Class A Common Stock	20,000		20,000	D
NSO 2007	\$43.61						12/14/2008	12/13/2017	Class A Common Stock	14,279		14,279	D
2009 Restricted Stock Units	\$ 0						12/11/2010	12/11/2019	Class A Common Stock	19,594		19,594	D
Perf Based RSUs 3-16-10	\$ 0						12/31/2012	12/31/2012	Class A Common Stock	8,261		8,261	D
March 2011 Employee RSU Grant	\$ 0						03/02/2012	03/02/2021	Class A Common Stock	6,444		6,444	D
Non-Statutory Stock Option 3-2-2011 - \$48.50	\$48.5						03/02/2012	03/02/2021	Class A Common Stock	7,395		7,395	D
Perf Based RSU 3-2-2011	\$ 0						12/31/2013	03/02/2021	Class A Common Stock	5,637		5,637	D
March 2, 2012 Employee RSU Grant	\$ 0						03/02/2013	03/02/2022	Class A Common Stock	5,895		5,895	D
Non Statutory Stock Option 3-2-12	\$53.02						03/02/2013	03/02/2022	Class A Common Stock	6,957		6,957	D
Perf Based RSUs 3-2-12	\$ 0						12/31/2014	03/02/2022	Class A Common Stock	5,157		5,157	D
2008 Restricted Stock Units	\$ 0	01/08/2013		<u>M</u>		5,333 ⁽²⁾	12/12/2009	12/11/2018	Class A Common Stock	26,667	\$35.535	21,334	D
2007 Restricted Stock Unit	\$ 0	01/09/2013		<u>M</u>		952 ⁽²⁾	12/14/2008	12/13/2017	Class A Common Stock	3,808	\$35.645	2,856	D

Explanation of Responses:

1. Issuance of shares from previous RSU grant based on meeting terms and timing of deferral election.
2. Issuance of 20% of RSU shares pursuant to a Rule 16b-3 Plan per deferral election in place at date of grant.

Remarks:

Shares sold were to cover taxes due on RSU issuance.

Signatures

Kenneth A Olson under POA for George Crawford

** 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.

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 Number.