

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

HEINEMANN ROBERT

CIK: **1191748**

Type: **4** | Act: **34** | File No.: **001-09735** | Film No.: **13521323**

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 HEINEMANN ROBERT			2. Issuer Name and Ticker or Trading Symbol BERRY PETROLEUM CO [BRY]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) President and CEO		
(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								14,425	I	Held in 401(k) Plan
Class A Common Stock	01/08/2013		M		34,666 ⁽⁵⁾	A	\$35.535	271,791	D	
Class A Common Stock	01/09/2013		M		5,962 ⁽⁵⁾	A	\$35.645	277,753	D	
Class A Common Stock	01/09/2013		S		3,236	D	\$35.0047	274,517	D	
Class A Common Stock	01/09/2013		S		526	D	\$35.04	273,991	D	
Class A Common Stock	01/09/2013		S		626	D	\$35.05	273,365	D	
Class A Common Stock	01/09/2013		S		800	D	\$35.0538	272,565	D	
Class A Common Stock	01/09/2013		S		1,982	D	\$35.06	270,583	D	
Class A Common Stock	01/09/2013		S		2,526	D	\$35.07	268,057	D	
Class A Common Stock	01/09/2013		S		126	D	\$35.1	267,931	D	
Class A Common Stock	01/09/2013		S		100	D	\$35.16	267,831	D	
Class A Common Stock	01/09/2013		S		181	D	\$35.21	267,650	D	
Class A Common Stock	01/09/2013		S		319	D	\$35.2163	267,331	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)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
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			Day/ Year)						Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Transaction(s) (Instr. 4)	(I) (Instr. 4)		
				Code	V	(A)	(D)									
Nonstatutory Stock Option 11-23-04	\$21.58								11/23/2005	11/23/2014	Class A Common Stock	100,000	100,000	D		
Nonstatutory Stock Option 12-15-05	\$30.645								12/15/2006	12/15/2015	Class A Common Stock	150,000	150,000	D		
Phantom Stock Units (1)	\$ 0								08/08/1988	08/08/1988	Class A Common Stock	3,223	3,223 (2)	D		
Nonstatutory Stock Option 12-15-06	\$32.565								12/15/2007	12/14/2016	Class A Common Stock	175,000	175,000	D		
NSO 2007	\$43.61								12/14/2008	12/13/2017	Class A Common Stock	89,470	89,470	D		
2009 Restricted Stock Units	\$ 0								12/11/2010	12/11/2019	Class A Common Stock	97,034	97,034	D		
Perf Based RSUs 3-16-10 (1)	\$ 0 (3)								12/31/2012 (3)	12/31/2012	Class A Common Stock	42,060	42,060 (4)	D		
March 2011 Employee RSU Grant	\$ 0								03/02/2012	03/02/2021	Class A Common Stock	21,650	21,650	D		
Non- Statutory Stock Option 3-2-2011 - \$48.50	\$48.5								03/02/2012	03/02/2021	Class A Common Stock	33,129	33,129	D		
Perf Based RSU 3-2-2011	\$ 0								12/31/2013	03/02/2021	Class A Common Stock	25,257	25,257	D		
Perf Based RSUs 3-2-12	\$ 0								12/31/2014	03/02/2022	Class A Common Stock	23,104	23,104	D		
March 2, 2012 Employee RSU Grant	\$ 0								03/02/2013	03/02/2022	Class A Common Stock	26,406	26,406	D		
Non Statutory Stock Option 3-2-12	\$53.02								03/02/2013	03/02/2022	Class A Common Stock	31,167	31,167	D		
2008 Restricted Stock Units	\$ 0	01/08/2013		<u>M</u>			34,666 (6)	12/12/2009	12/11/2018	Class A Common Stock	173,333	\$35.535	138,667	D		
2007 Restricted Stock Unit	\$ 0	01/09/2013		<u>M</u>			5,962 (6)	12/14/2008	12/13/2017	Class A Common Stock	23,848	\$35.645	17,886	D		

Explanation of Responses:

1. 1 for 1

2. Phantom Stock Units acquired under the Company's Non-Employee Director Deferred Compensation Plan in a transaction exempt under Rule 16b-3(c). Shares of Common Stock are issued under terms of the Plan upon resignation from the board of directors.

3. 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.
4. 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.
5. Issuance of shares from previous RSU grant based on meeting terms and timing of deferral election.
6. 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 Share issuance

Signatures

[Kenneth A Olson under POA for Robert Heinemann](#)

** 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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