

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

Wolf David D

CIK: **1442035**

Type: **4** | Act: **34** | File No.: **001-09735** | Film No.: **13521335**

Mailing Address

*1999 BROADWAY, SUITE
3700*

DENVER CO 80202

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 Wolf David D			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) Exec VP and CFO		
(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								9	I	Held in the Company's 401(k) Plan
Class A Common Stock	01/08/2013		M		13,333 ⁽⁴⁾	A	\$35.535	13,333	D	
Class A Common Stock	01/09/2013		M		6,071 ⁽⁴⁾	A	\$35.645	19,404	D	
Class A Common Stock	01/09/2013		S		535	D	\$35	18,869	D	
Class A Common Stock	01/09/2013		S		900	D	\$35.02	17,969	D	
Class A Common Stock	01/09/2013		S		400	D	\$35.03	17,569	D	
Class A Common Stock	01/09/2013		S		226	D	\$35.04	17,343	D	
Class A Common Stock	01/09/2013		S		600	D	\$35.11	16,743	D	
Class A Common Stock	01/09/2013		S		626	D	\$35.12	16,117	D	
Class A Common Stock	01/09/2013		S		626	D	\$35.17	15,491	D	
Class A Common Stock	01/09/2013		S		100	D	\$35.19	15,391	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	10. Ownership Form of Derivative Security: Direct (D) or Indirect	11. Nature of Indirect Beneficial Ownership (Instr. 4)
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				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Transaction(s) (Instr. 4)	(I) (Instr. 4)	
NSO	\$41.18							08/04/2011	08/03/2018	Class A Common Stock	89,084	89,084	D	
2009 Restricted Stock Units ⁽¹⁾	\$ 0							12/11/2010 ⁽²⁾	12/11/2019 ⁽³⁾	Class A Common Stock	41,053	41,053	D	
Perf Based RSUs 3-16-10	\$ 0							12/31/2012	03/15/2020	Class A Common Stock	18,175	18,175	D	
March 2011 Employee RSU Grant	\$ 0							03/02/2012	03/02/2021	Class A Common Stock	12,372	12,372	D	
Non-Statutory Stock Option 3-2-2011 - \$48.50	\$48.5							03/02/2012	03/02/2021	Class A Common Stock	14,198	14,198	D	
Perf Based RSU 3-2-2011	\$ 0							12/31/2013	03/02/2021	Class A Common Stock	10,824	10,824	D	
March 2, 2012 Employee RSU Grant	\$ 0							03/02/2013	03/02/2022	Class A Common Stock	11,317	11,317	D	
Non Statutory Stock Option 3-2-12	\$53.02							03/02/2013	03/02/2022	Class A Common Stock	13,358	13,358	D	
Perf Based RSUs 3-2-12	\$ 0							12/31/2014	03/02/2022	Class A Common Stock	9,901	9,901	D	
2008 Restricted Stock Units	\$ 0	01/08/2013		<u>M</u>			13,333 ⁽⁵⁾	12/12/2009	12/11/2018	Class A Common Stock	66,667	\$35.535 53,334	D	
RSU 8-4-08	\$ 0	01/09/2013		<u>M</u>			6,071 ⁽⁵⁾	08/04/2011	08/03/2018	Class A Common Stock	24,284	\$35.645 18,213	D	

Explanation of Responses:

- 1 for 1
- The RSU granted vest 25% per year beginning one year after grant but the receipt of shares are subject to a deferral period which is generally at least four years from grant date as per the deferral election.
- The RSU is subject to a deferral election. Shares of Class A Common Stock will be delivered to the reporting person as per the terms of the deferral election.
- Issuance of shares from previous RSU grant based on meeting terms and timing of deferral election.
- 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 from RSU shares issuance.

Signatures

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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