

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-11** | Period of Report: **2013-01-09**
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REPORTING OWNER

BUSCH RALPH B III

CIK: **1191741**

Type: **4** | Act: **34** | File No.: **001-09735** | Film No.: **13525641**

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 BUSCH RALPH B III			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 Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/09/2013			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		
C/O BERRY PETROLEUM COMPANY, 1999 BROADWAY, SUITE 3700			4. If Amendment, Date Original Filed(Month/Day/Year)					
(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								70,000	I	As Co-Trustee of Charitable Trust
Class A Common Stock								123,500	I	As Co-Trustee of Union Bank Trust Shares
Class A Common Stock								6,500	I	Busch Family Foundation
Class A Common Stock								29,425	I	As Custodian for Minor Children
Class A Common Stock	01/09/2013		M		264 ^(S)	A	\$35.645	218,911	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)	Date Exercisable	Expiration Date					
Nonstatutory Stock Options 12-2-03	\$9.61							12/02/2003	12/02/2013	Class A Common Stock	10,000	10,000	D	

Nonstatutory Stock Options 12-2-04	\$21.77							12/02/2004	12/02/2014	Class A Common Stock	10,000		10,000	D	
Nonstatutory Stock Option 12-15-05	\$30.645							12/15/2005	12/15/2015	Class A Common Stock	10,000		10,000	D	
Phantom Stock Units (1)	\$ 0 (1)							08/08/1988 (2)	08/08/1988 (2)	Class A Common Stock	47,154		47,154	D	
Nonstatutory Stock Option 12-15-06	\$32.565							12/15/2006	12/14/2016	Class A Common Stock	10,000		10,000	D	
NSO 2007	\$43.61							12/14/2007	12/13/2017	Class A Common Stock	3,956		3,956	D	
March 2011 Director RSU (1)	\$ 0 (3)							03/02/2011 (4)	03/02/2021	Class A Common Stock	2,499		2,499	D	
March 2 2012 Director RSU Grant	\$ 0							03/02/2012	03/02/2022	Class A Common Stock	2,231		2,231	D	
2007 Restricted Stock Unit	\$ 0	01/09/2013			<u>M</u>		264 (6)	01/01/2008	12/13/2017	Class A Common Stock	1,056	\$35.645	792	D	

Explanation of Responses:

- 1 for 1
- 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.
- Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock
- 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.
- Vested shares issued pursuant to Rule 16b-3 plan.
- Issuance of 20% of RSU shares pursuant to a Rule 16b-3 Plan per deferral election in place at date of grant.

Signatures

Kenneth A Olson under POA for Ralph Busch

** Signature of Reporting Person

01/11/2013

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.