

# 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

#### **BUSH WILLIAM E JR**

CIK: **1191743**

Type: **4** | Act: **34** | File No.: **001-09735** | Film No.: **13525643**

### 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 <b>BUSH WILLIAM E JR</b>			2. Issuer Name and Ticker or Trading Symbol <b>BERRY PETROLEUM CO [BRY]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>01/09/2013</b>					
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) <b>DENVER, CO 80202</b>								
(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							800	I	As Custodian for minor grandchildren
Class A Common Stock	01/09/2013		M		264 <sup>(1)</sup>	A \$35.645	173,792	D	
Class A Common Stock	01/09/2013		M		500 <sup>(1)</sup>	A \$35.645	174,292	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 Option 12-15-06	\$32.565							12/15/2006	12/14/2016	Class A Common Stock		10,000	D	
NSO 2007	\$43.61							12/14/2007	12/13/2017	Class A Common Stock		3,956	D	

Phantom Stock Units	\$ 0						08/08/1988	08/08/1988	Class A Common Stock	16,127		16,127	D	
2007 Restricted Stock Unit	\$ 0	01/09/2013		<u>M</u>		264 <sup>(2)</sup>	01/01/2008	12/13/2017	Class A Common Stock	1,056	\$35.645	792	D	
March 2011 Director RSU	\$ 0	01/09/2013		<u>M</u>		500 <sup>(2)</sup>	03/02/2011	03/02/2021	Class A Common Stock	2,000	\$35.645	1,500	D	

**Explanation of Responses:**

1. Vested shares issued pursuant to Rule 16b-3 plan.
2. 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 William Bush

\*\* 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.

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