

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-11** | Period of Report: **2013-01-10**  
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### REPORTING OWNER

#### HEINEMANN ROBERT

CIK: **1191748**

Type: **4** | Act: **34** | File No.: **001-09735** | Film No.: **13525910**

### 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<br><b>HEINEMANN ROBERT</b> |         |          | 2. Issuer Name and Ticker or Trading Symbol<br><b>BERRY PETROLEUM CO [BRY]</b> |  |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)<br><b>President and CEO</b> |  |  |
| (Last)                                                             | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>01/10/2013</b>          |  |  |                                                                                                                                                                                                                                                                                                            |  |  |
| C/O BERRY PETROLEUM COMPANY, 1999<br>BROADWAY, SUITE 3700          |         |          | 4. If Amendment, Date Original Filed(Month/Day/Year)                           |  |  | 6. Individual or Joint/Group Filing<br>(Check applicable line)<br><input checked="" type="checkbox"/> Form Filed by One Reporting Person<br><input type="checkbox"/> Form Filed by More than One Reporting Person                                                                                          |  |  |
| (Street)<br><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            |                                      |                                                    |                                |   |                                                                   |            |          | 14,425                                                                                        | I                                                        | Held in 401(k) Plan                                   |
| Class A Common Stock            | 01/10/2013                           |                                                    | S                              |   | 100                                                               | D          | \$35.36  | 267,231                                                                                       | D                                                        |                                                       |
| Class A Common Stock            | 01/10/2013                           |                                                    | S                              |   | 300                                                               | D          | \$35.37  | 266,931                                                                                       | D                                                        |                                                       |
| Class A Common Stock            | 01/10/2013                           |                                                    | S                              |   | 200                                                               | D          | \$35.39  | 266,731                                                                                       | D                                                        |                                                       |
| Class A Common Stock            | 01/10/2013                           |                                                    | S                              |   | 300                                                               | D          | \$35.4   | 266,431                                                                                       | D                                                        |                                                       |
| Class A Common Stock            | 01/10/2013                           |                                                    | S                              |   | 100                                                               | D          | \$35.405 | 266,331                                                                                       | D                                                        |                                                       |
| Class A Common Stock            | 01/10/2013                           |                                                    | S                              |   | 195                                                               | D          | \$35.44  | 266,136                                                                                       | D                                                        |                                                       |
| Class A Common Stock            | 01/10/2013                           |                                                    | S                              |   | 100                                                               | D          | \$35.449 | 266,036                                                                                       | D                                                        |                                                       |
| Class A Common Stock            | 01/10/2013                           |                                                    | S                              |   | 400                                                               | D          | \$35.45  | 265,636                                                                                       | D                                                        |                                                       |
| Class A Common Stock            | 01/10/2013                           |                                                    | S                              |   | 600                                                               | D          | \$35.49  | 265,036                                                                                       | D                                                        |                                                       |
| Class A Common Stock            | 01/10/2013                           |                                                    | S                              |   | 100                                                               | D          | \$35.51  | 264,936                                                                                       | D                                                        |                                                       |
| Class A Common Stock            | 01/10/2013                           |                                                    | S                              |   | 100                                                               | D          | \$35.53  | 264,836                                                                                       | 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 | 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 | 10. Ownership Form of Derivative Security: Direct (D) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|---------------------------------------------|----------------------------------------------------------|-----------------------------------------------------------------------------------|--------------------------------------------|-----------------------------------------------------------------|-------------------------------------------------------|--------------------------------------------------------|
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|---------------------------------------------|----------------------------------------------------------|-----------------------------------------------------------------------------------|--------------------------------------------|-----------------------------------------------------------------|-------------------------------------------------------|--------------------------------------------------------|

|                                                               |                     |  | Day/<br>Year) | (A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) |   |     |                           | Date<br>Exercisable       | Expiration Date            | Title   | Amount<br>or<br>Number<br>of<br>Shares | Reported<br>Transaction(s)<br>(Instr. 4) | or Indirect<br>(I) (Instr.<br>4) |
|---------------------------------------------------------------|---------------------|--|---------------|---------------------------------------------------------|---|-----|---------------------------|---------------------------|----------------------------|---------|----------------------------------------|------------------------------------------|----------------------------------|
|                                                               |                     |  |               | Code                                                    | V | (A) | (D)                       |                           |                            |         |                                        |                                          |                                  |
| Nonstatutory<br>Stock<br>Option<br>11-23-04                   | \$21.58             |  |               |                                                         |   |     | 11/23/2005                | 11/23/2014                | Class A<br>Common<br>Stock | 100,000 | 100,000                                | D                                        |                                  |
| Nonstatutory<br>Stock<br>Option<br>12-15-05                   | \$30.645            |  |               |                                                         |   |     | 12/15/2006                | 12/15/2015                | Class A<br>Common<br>Stock | 150,000 | 150,000                                | D                                        |                                  |
| Phantom<br>Stock Units<br>(1)                                 | \$ 0                |  |               |                                                         |   |     | 08/08/1988                | 08/08/1988                | Class A<br>Common<br>Stock | 3,223   | 3,223 <sup>(2)</sup>                   | D                                        |                                  |
| Nonstatutory<br>Stock<br>Option<br>12-15-06                   | \$32.565            |  |               |                                                         |   |     | 12/15/2007                | 12/14/2016                | Class A<br>Common<br>Stock | 175,000 | 175,000                                | D                                        |                                  |
| 2007<br>Restricted<br>Stock Unit<br>(1)                       | \$ 0 <sup>(3)</sup> |  |               |                                                         |   |     | 12/14/2008 <sup>(4)</sup> | 12/13/2017 <sup>(5)</sup> | Class A<br>Common<br>Stock | 17,886  | 17,886                                 | D                                        |                                  |
| NSO 2007                                                      | \$43.61             |  |               |                                                         |   |     | 12/14/2008                | 12/13/2017                | Class A<br>Common<br>Stock | 89,470  | 89,470                                 | D                                        |                                  |
| 2008<br>Restricted<br>Stock Units<br>(1)                      | \$ 0 <sup>(3)</sup> |  |               |                                                         |   |     | 12/12/2009 <sup>(4)</sup> | 12/11/2018 <sup>(5)</sup> | Class A<br>Common<br>Stock | 138,667 | 138,667                                | D                                        |                                  |
| 2009<br>Restricted<br>Stock Units                             | \$ 0                |  |               |                                                         |   |     | 12/11/2010                | 12/11/2019                | Class A<br>Common<br>Stock | 97,034  | 97,034                                 | D                                        |                                  |
| Perf Based<br>RSUs<br>3-16-10 <sup>(1)</sup>                  | \$ 0 <sup>(6)</sup> |  |               |                                                         |   |     | 12/31/2012 <sup>(6)</sup> | 12/31/2012                | Class A<br>Common<br>Stock | 42,060  | 42,060 <sup>(7)</sup>                  | D                                        |                                  |
| March 2011<br>Employee<br>RSU Grant                           | \$ 0                |  |               |                                                         |   |     | 03/02/2012                | 03/02/2021                | Class A<br>Common<br>Stock | 21,650  | 21,650                                 | D                                        |                                  |
| Non-<br>Statutory<br>Stock<br>Option<br>3-2-2011 -<br>\$48.50 | \$48.5              |  |               |                                                         |   |     | 03/02/2012                | 03/02/2021                | Class A<br>Common<br>Stock | 33,129  | 33,129                                 | D                                        |                                  |
| Perf Based<br>RSU<br>3-2-2011                                 | \$ 0                |  |               |                                                         |   |     | 12/31/2013                | 03/02/2021                | Class A<br>Common<br>Stock | 25,257  | 25,257                                 | D                                        |                                  |
| Perf Based<br>RSUs<br>3-2-12                                  | \$ 0                |  |               |                                                         |   |     | 12/31/2014                | 03/02/2022                | Class A<br>Common<br>Stock | 23,104  | 23,104                                 | D                                        |                                  |
| March 2,<br>2012<br>Employee<br>RSU Grant                     | \$ 0                |  |               |                                                         |   |     | 03/02/2013                | 03/02/2022                | Class A<br>Common<br>Stock | 26,406  | 26,406                                 | D                                        |                                  |
| Non<br>Statutory<br>Stock                                     | \$53.02             |  |               |                                                         |   |     | 03/02/2013                | 03/02/2022                | Class A<br>Common<br>Stock | 31,167  | 31,167                                 | 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
4. 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.
5. 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.
6. 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.
7. 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.

**Remarks:**

All shares sold were to cover the tax obligation from the previous days restricted stock unit share issuance.

**Signatures**

Kenneth A Olson under POA for Robert Heinemann

\*\* 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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