

Wolf David D
Form 4
March 19, 2012

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Wolf David D

(Last) (First) (Middle)

C/O BERRY PETROLEUM COMPANY, 1999 BROADWAY, SUITE 3700

(Street)

DENVER, CO 80202

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
BERRY PETROLEUM CO [BRY]

3. Date of Earliest Transaction
(Month/Day/Year)
03/16/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
____ Officer (give title below) _____ Other (specify below)
Exec VP and CFO

6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Class A Common Stock | 03/16/2012 | | S | 4,275 | D | \$ 51.5 | 26,220 D |
| Class A Common Stock | 03/16/2012 | | S | 5,663 | D | \$ 51.54 | 0 I Held in the Company's 401(k) Plan |
| Class A Common Stock | 03/16/2012 | | S | 10,753 | D | \$ 51.54 | 15,467 D |
| Class A Common Stock | 03/16/2012 | | S | 13,434 | D | \$ 51.5 | 2,033 D |

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Common
Stock

Class A

Common Stock 03/16/2012 S 2,033 D \$ 51.5 0 D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

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 Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| RSU 8-4-08 ⁽¹⁾ | \$ 0 | | | | | 08/04/2011 ⁽²⁾ 08/03/2018 ⁽³⁾ | Class A Common Stock 24 |
| NSO | \$ 41.18 | | | | | 08/04/2011 08/03/2018 | Class A Common Stock 89 |
| 2008 Restricted Stock Units ⁽¹⁾ | \$ 0 | | | | | 12/12/2009 ⁽⁴⁾ 12/11/2018 ⁽³⁾ | Class A Common Stock 66 |
| 2009 Restricted Stock Units ⁽¹⁾ | \$ 0 | | | | | 12/11/2010 ⁽⁴⁾ 12/11/2019 ⁽³⁾ | Class A Common Stock 41 |
| Perf Based RSUs 3-16-10 | \$ 0 | | | | | 12/31/2012 03/15/2020 | Class A Common Stock 18 |
| March 2011 Employee RSU Grant | \$ 0 | | | | | 03/02/2012 03/02/2021 | Class A Common Stock 12 |

| | | | | | | |
|--|----------|--|------------|------------|----------------------------|----|
| Non-Statutory Stock Option 3-2-2011 - \$48.50 | \$ 48.5 | | 03/02/2012 | 03/02/2021 | Class A Common Stock | 14 |
| Perf Based RSU 3-2-2011 | \$ 0 | | 12/31/2013 | 03/02/2021 | Class A Common Stock | 10 |
| March 2, 2012 Employee RSU Grant | \$ 0 | | 03/02/2013 | 03/02/2022 | Class A Common Stock | 11 |
| Non Statutory Stock Option 3-2-12 | \$ 53.02 | | 03/02/2013 | 03/02/2022 | Class A Common Stock | 13 |
| Perf Based RSUs 3-2-12 | \$ 0 | | 12/31/2014 | 03/02/2022 | Class A Common Stock | 9, |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| Wolf David D C/O BERRY PETROLEUM COMPANY 1999 BROADWAY, SUITE 3700 DENVER, CO 80202 | | | Exec VP and CFO | |

Signatures

Kenneth A. Olson under POA for David D.
Wolf

03/19/2012

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(1) 1 for 1

(2) Restricted Stock Units vest 100% 3 years after date of grant but are subject to a deferral election.

(3) 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.

(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.

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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