

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

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1. Name and Address of Reporting Person* <u>Ayers William B</u>			2. Issuer Name and Ticker or Trading Symbol <u>BERRY PETROLEUM CO [ BRY ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>VP of Human Resources</u>			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>01/09/2012</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person			
C/O BERRY PETROLEUM COMPANY 1999 BROADWAY, SUITE 3700			4. If Amendment, Date of Original Filed (Month/Day/Year)						
(Street)	(City)	(State)	(Zip)						
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	01/09/2012		M		2,294 <sup>(5)</sup>	A	\$44.395	5,746	D	
Class A Common Stock	01/10/2012		S		679 <sup>(7)</sup>	D	\$44.891	5,067	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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Non-Statutory Stock Option 5-18-06	\$31.615							05/18/2007	05/17/2016	Class A Common Stock	10,000		10,000	D	
Nonstatutory Stock Option 12-15-06	\$32.565							12/15/2007	12/14/2016	Class A Common Stock	5,000		5,000	D	
NSO 2007	\$43.61							12/14/2008	12/13/2017	Class A Common Stock	6,880		6,880	D	
2008 Restricted Stock Units <sup>(1)</sup>	\$0 <sup>(2)</sup>							12/12/2009 <sup>(3)</sup>	12/11/2018 <sup>(4)</sup>	Class A Common Stock	12,333		12,333	D	
2009 Restricted Stock Units	\$0							12/11/2010	12/11/2019	Class A Common Stock	7,091		7,091	D	
Perf Based RSUs 3-16-10	\$0							12/31/2012	12/31/2012	Class A Common Stock	3,004		3,004	D	
March 2011 Employee RSU Grant	\$0							03/02/2012	03/02/2021	Class A Common Stock	3,093		3,093	D	
Non-Statutory Stock Option 3-3-2011 - \$48.50	\$48.5							03/02/2014	03/02/2021	Class A Common Stock	2,367		2,367	D	
2007 Restricted Stock Unit	\$0	01/09/2012		M		2,294 <sup>(6)</sup>		12/14/2008	12/13/2017	Class A Common Stock	2,294	\$44.395	0	D	

## Explanation of Responses:

- 1 for 1
- Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock
- 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 100% of RSU shares per deferral election in place at date of grant.

7. Shares sold to cover tax liability of issuance of deferred RSU shares.

Kenneth A. Olson under POA  
for W. B. Ayers

01/10/2012

\*\* Signature of Reporting Person

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.**