

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| 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).

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

| | | |
|---|--|---|
| 1. Name and Address of Reporting Person* <u>Canaday Shawn Michael</u> (Last) (First) (Middle) <u>C/O BERRY PETROLEUM COMPANY</u> <u>1999 BROADWAY, SUITE 3700</u> (Street) <u>DENVER CO 80202</u> (City) (State) (Zip) | 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) <p style="text-align: right;">VP and Treasurer</p> |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>01/08/2013</u> | |
| | 4. If Amendment, Date of Original Filed (Month/Day/Year) | |

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 | | | | | | | 1,408 | I | Held in the Company's 401(k) Plan | |
| Class A Common Stock | 01/08/2013 | | M | | 14,333 ⁽¹⁾ | A | \$35.535 | 19,229 | D | |
| Class A Common Stock | 01/09/2013 | | S | | 1,288 ⁽³⁾ | D | \$35.2277 | 17,941 | D | |
| Class A Common Stock | 01/09/2013 | | S | | 326 ⁽³⁾ | D | \$35.25 | 17,615 | D | |
| Class A Common Stock | 01/09/2013 | | S | | 500 ⁽³⁾ | D | \$35.26 | 17,115 | D | |
| Class A Common Stock | 01/09/2013 | | S | | 200 ⁽³⁾ | D | \$35.3 | 16,915 | D | |
| Class A Common Stock | 01/09/2013 | | S | | 400 ⁽³⁾ | D | \$35.31 | 16,515 | D | |
| Class A Common Stock | 01/09/2013 | | S | | 100 ⁽³⁾ | D | \$35.335 | 16,415 | D | |
| Class A Common Stock | 01/09/2013 | | S | | 400 ⁽³⁾ | D | \$35.34 | 16,015 | D | |
| Class A Common Stock | 01/09/2013 | | S | | 600 ⁽³⁾ | D | \$35.35 | 15,415 | D | |
| Class A Common Stock | 01/09/2013 | | S | | 400 ⁽³⁾ | D | \$35.38 | 15,015 | D | |
| Class A Common Stock | 01/09/2013 | | S | | 100 ⁽³⁾ | D | \$35.4 | 14,915 | 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 | | | | | |
| Nonstatutory Stock Option 12-05-03 | \$9.97 | | | | | | | 12/05/2004 | 12/05/2013 | Class A Common Stock | 5,000 | 5,000 | D | |
| Nonstatutory Stock Option 12-15-05 | \$30.645 | | | | | | | 12/15/2006 | 12/15/2015 | Class A Common Stock | 10,000 | 10,000 | D | |
| Nonstatutory Stock Option 11-23-04 | \$21.58 | | | | | | | 11/23/2005 | 11/23/2014 | 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 | 12,500 | 12,500 | D | |
| NSO 2007 | \$43.61 | | | | | | | 12/14/2008 | 12/13/2017 | Class A Common Stock | 7,053 | 7,053 | D | |

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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|---|--|--------------------------------------|--|--------------------------------|---|--|-----------------------|--|-----------------|---|----------------------------|--|--|---|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| 2009 Restricted Stock Units | \$0 | | | | | | | 12/11/2010 | 12/11/2019 | Class A Common Stock | 7,465 | | 7,465 | D | |
| Perf Based RSUs 3-16-10 | \$0 | | | | | | | 12/31/2012 | 12/31/2012 | Class A Common Stock | 3,755 | | 3,755 | D | |
| March 2011 Employee RSU Grant | \$0 | | | | | | | 03/02/2012 | 03/02/2021 | Class A Common Stock | 2,475 | | 2,475 | D | |
| Non-Statutory Stock Option 3-2-2011 - \$48.50 | \$48.5 | | | | | | | 03/02/2012 | 03/02/2021 | Class A Common Stock | 2,840 | | 2,840 | D | |
| Perf Based RSU 3-2-2011 | \$0 | | | | | | | 12/31/2013 | 03/02/2021 | Class A Common Stock | 2,164 | | 2,164 | D | |
| March 2, 2012 Employee RSU Grant | \$0 | | | | | | | 03/02/2013 | 03/02/2022 | Class A Common Stock | 2,830 | | 2,830 | D | |
| Non Statutory Stock Option 3-2-12 | \$53.02 | | | | | | | 03/02/2013 | 03/02/2022 | Class A Common Stock | 3,340 | | 3,340 | D | |
| Perf Based RSUs 3-2-12 | \$0 | | | | | | | 12/31/2014 | 03/02/2022 | Class A Common Stock | 2,475 | | 2,475 | D | |
| 2008 Restricted Stock Units | \$0 | 01/08/2013 | | M | | | 14,333 ⁽²⁾ | 12/12/2009 | 12/11/2018 | Class A Common Stock | 14,333 | \$35.535 | 0 | D | |

Explanation of Responses:

1. Issuance of shares from previous RSU grant based on meeting terms and timing of deferral election.
2. Issuance of 100% of RSU shares pursuant to a Rule 16b-3 Plan per deferral election in place at date of grant .
3. Shares sold to cover tax liability of issuance of deferred RSU shares.

Kenneth A Olson under POA
for Shawn Canaday 01/09/2013

** 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.

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