

☐ 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

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	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Wolf David D</u> (Last) (First) (Middle) <u>C/O BERRY PETROLEUM COMPANY</u> <u>1999 BROADWAY, SUITE 3700</u> (Street) <u>DENVER</u> <u>CO</u> <u>80202</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>BERRY PETROLEUM CO</u> [<u>BRY</u>] 3. Date of Earliest Transaction (Month/Day/Year) <u>03/04/2013</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	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>Exec VP and CFO</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
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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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock								9	I	Held in the Company's 401(k) Plan
Class A Common Stock	03/04/2013		M		11,840 ⁽⁵⁾	A	\$46.05	25,415	D	
Class A Common Stock	03/05/2013		S		4,522	D	\$46.261	20,893	D	
Class A Common Stock	03/05/2013		S		100	D	\$46.2649	20,793	D	
Class A Common Stock	03/05/2013		S		300	D	\$46.265	20,493	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				
RSU 8-4-08 ⁽¹⁾	\$0							08/04/2011 ⁽²⁾	08/03/2018 ⁽³⁾	Class A Common Stock	18,213		18,213	D	
NSO	\$41.18							08/04/2011	08/03/2018	Class A Common Stock	89,084		89,084	D	
2008 Restricted Stock Units ⁽¹⁾	\$0							12/12/2009 ⁽⁴⁾	12/11/2018 ⁽³⁾	Class A Common Stock	53,334		53,334	D	
2009 Restricted Stock Units ⁽¹⁾	\$0							12/11/2010 ⁽⁴⁾	12/11/2019 ⁽³⁾	Class A Common Stock	41,053		41,053	D	
March 2011 Employee RSU Grant	\$0							03/02/2012	03/02/2021	Class A Common Stock	12,372		12,372	D	
Non-Statutory Stock Option 3-2-2011 - \$48.50	\$48.5							03/02/2012	03/02/2021	Class A Common Stock	14,198		14,198	D	
Perf Based RSU 3-2-2011	\$0							12/31/2013	03/02/2021	Class A Common Stock	10,824		10,824	D	
March 2, 2012 Employee RSU Grant	\$0							03/02/2013	03/02/2022	Class A Common Stock	11,317		11,317	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 3-2-12	\$53.02							03/02/2013	03/02/2022	Class A Common Stock	13,358		13,358	D	
Perf Based RSUs 3-2-12	\$0							12/31/2014	03/02/2022	Class A Common Stock	9,901		9,901	D	
March 4, 2013 Employee RSU Grant ⁽¹⁾	\$0 ⁽⁶⁾	03/04/2013		M		32,574 ⁽⁷⁾		03/04/2014	03/04/2023	Class A Common Stock	32,574	\$0	32,574	D	
Perf Based RSUs 3-16-10	\$0	03/04/2013		M		11,840 ⁽⁵⁾		12/31/2012	03/15/2020	Class A Common Stock	18,175	\$46.05	6,335	D	
Perf Based RSUs 3-16-10	\$0	03/04/2013		M		6,335 ⁽⁸⁾		12/31/2012	03/15/2020	Class A Common Stock	18,175	\$0	0	D	

Explanation of Responses:

- 1 for 1
- Restricted Stock Units vest 100% 3 years after date of grant but are subject to a 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.
- 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.
- Performance Shares issued pursuant to terms of Award Agreement under Rule 16b-3 Plan.
- Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock
- Grant of Restricted Stock Unit (RSU) under the Company's 2010 Equity Incentive Plan in a transaction exempt under Rule 16b-3(c). RSUs vest 25% per year from date of grant.
- Performance Shares cancelled in excess of shares issued under terms of Performance Share Plan.

[Kenneth A. Olson under POA for](#)
[David D. Wolf](#)

** 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.