

**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>Wheat Jamie L.</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) <b>Controller</b>			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>03/02/2011</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			
<u>1999 BROADWAY, SUITE 3700</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)						
(Street)	<u>DENVER</u>	<u>CO</u>	<u>80202</u>						
(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								851	D	
Class A Common Stock	03/02/2011		J		18 <sup>(14)</sup>	A	\$0	180	I	Held in 401(k) Account

**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					
2009 Restricted Stock Units <sup>(1)</sup>	\$0							12/11/2010 <sup>(2)</sup>	12/11/2019	Class A Common Stock	1,867	1,401	D	
2008 Restricted Stock Units <sup>(3)</sup>	\$0							12/11/2009 <sup>(4)</sup>	12/11/2018	Class A Common Stock	1,125	750	D	
RSU 8-25-08 <sup>(5)</sup>	\$0							08/25/2011 <sup>(6)</sup>	08/24/2018	Class A Common Stock	940	940	D	
March 2011 Employee RSU Grant <sup>(7)</sup>	\$0 <sup>(8)</sup>	03/02/2011		A		1,856		03/02/2012 <sup>(10)</sup>	03/02/2021	Class A Common Stock	1,856	\$0 <sup>(9)</sup>	1,856	D
Non-Statutory Stock Option 3-3-2011 - \$48.50 <sup>(11)</sup>	\$48.5	03/02/2011		A		1,420		03/02/2012 <sup>(13)</sup>	03/02/2021	Class A Common Stock	1,420	\$0 <sup>(12)</sup>	1,420	D

**Explanation of Responses:**

- 1 for 1
- Restricted Stock Units vest 25% per year from date of grant.
- 1 for 1
- Restricted Stock Units vest 25% per year from date of grant.
- 1 for 1
- Restricted Stock Units vest 100% three years from date of grant. Shares of Class A Common Stock will be delivered to the reporting person at the time of vesting.
- 1 for 1
- 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.
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- 1 for 1
- Grant of Nonstatutory Stock Option (NSO) under the Company's 2010 Equity Incentive Plan in a transaction exempt under Rule 16b-3(c). Shares vest 25% per year from date of grant.

13. Grant of Nonstatutory Stock Option (NSO) under the Company's 2010 Equity Incentive Plan in a transaction exempt under Rule 16b-3(c). Shares vest 25% per year from date of grant.  
14. Shares of Common Stock acquired by the reporting person in the Company's 401(k) Plan. All transactions were at market and were non-discretionary.

Kenneth A. Olson Under POA    03/04/2011  
for Jamie L. Wheat

\*\* 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.**