

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 |

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

| | | |
|--|--|---|
| 1. Name and Address of Reporting Person* <u>DUGINSKI 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) <u>Exec. VP & COO</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>05/02/2011</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 | | | | | | | 13,002 | I | Held in 401(k) Plan | |
| Class A Common Stock | 05/02/2011 | | M | | 10,000 | A | \$9.97 | 31,768 | D | |
| Class A Common Stock | 05/02/2011 | | S | | 7,600 ⁽¹⁴⁾ | D | \$52.2303 | 24,168 | D | |
| Class A Common Stock | 05/02/2011 | | S | | 2,400 ⁽¹⁵⁾ | D | \$52.8263 | 21,768 | 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 | | | | |
| Nonstatutory Stock Option 11-23-04 | \$21.58 | | | | | | | 11/23/2005 | 11/23/2014 | Class A Common Stock | 70,000 | | 70,000 | D | |
| Nonstatutory Stock Option 12-15-05 | \$30.645 | | | | | | | 12/15/2006 | 12/15/2015 | Class A Common Stock | 50,000 | | 50,000 | D | |
| Nonstatutory Stock Option 12-15-06 | \$32.565 | | | | | | | 12/15/2007 | 12/14/2016 | Class A Common Stock | 56,000 | | 56,000 | D | |
| 2007 Restricted Stock Unit ⁽¹⁾ | \$0 ⁽²⁾ | | | | | | | 12/14/2008 ⁽³⁾ | 12/13/2017 ⁽⁴⁾ | Class A Common Stock | 12,039 | | 12,039 | D | |
| NSO 2007 | \$43.61 | | | | | | | 12/14/2008 | 12/13/2017 | Class A Common Stock | 36,133 | | 36,133 | D | |
| 2008 Restricted Stock Units ⁽⁵⁾ | \$0 ⁽⁶⁾ | | | | | | | 12/12/2009 ⁽⁷⁾ | 12/11/2018 ⁽⁸⁾ | Class A Common Stock | 70,000 | | 70,000 | D | |
| 2009 Restricted Stock Units | \$0 | | | | | | | 12/11/2010 | 12/11/2019 | Class A Common Stock | 42,919 | | 42,919 | D | |
| Perf Based RSUs 3-16-10 ⁽⁹⁾ | \$0 ⁽¹⁰⁾ | | | | | | | 12/31/2012 ⁽¹¹⁾ | 12/31/2012 | Class A Common Stock | 18,776 | | 18,776 ⁽¹²⁾ | D | |
| March 2011 Employee RSU Grant | \$0 | | | | | | | 03/02/2012 | 03/02/2021 | Class A Common Stock | 12,887 | | 12,887 | D | |
| Non-Statutory Stock Option 3-3-2011 - \$48.50 | \$48.5 | | | | | | | 03/02/2012 | 03/02/2021 | Class A Common Stock | 14,790 | | 14,790 | 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 | | | | |
| Perf Based RSU 3-2-2011 | \$0 | | | | | | | 12/31/2013 | 03/02/2021 | Class A Common Stock | 11,275 | | 11,275 | D | |
| Nonstatutory Stock Option 12-05-03 | \$9.97 | 05/02/2011 | | M | | | 10,000 ⁽¹³⁾ | 12/05/2004 | 12/05/2013 | Class A Common Stock | 10,000 | \$0 | 50,000 | D | |

Explanation of Responses:

1. 1 for 1
2. Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock
3. 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.
4. 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.
5. 1 for 1
6. Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock
7. 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.
8. 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.
9. 1 for 1
10. Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock if certain pre-established performance factors, as set forth in the Company's Form 8-K dated March 18, 2010, are met.
11. Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock if certain pre-established performance factors, as set forth in the Company's Form 8-K dated March 18, 2010, are met.
12. Per the Agreement this is the maximum number of performance based RSUs that may be received if all performance factors are achieved as outlined in the Form 8-K dated March 18, 2010.
13. Options exercised under a 10b5-1 Plan established by filer
14. Shares sold under a 10b5-1 Plan established by filer.
15. Shares sold under a 10b5-1 Plan established by filer.

Kenneth A Olson under POA for 05/02/2011
Michael Duginski

** 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.