

**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

<b>1. Name and Address of Reporting Person*</b> <u>HEINEMANN ROBERT</u> <hr/> (Last) (First) (Middle) <u>C/O BERRY PETROLEUM COMPANY</u> <u>1999 BROADWAY, SUITE 3700</u> <hr/> (Street) <u>DENVER CO 80202</u> <hr/> (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>BERRY PETROLEUM CO [ BRY ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: right;"><b>President and CEO</b></p>
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>03/02/2012</u>	
	<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>	<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**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							13,699	I	Held in 401(k) Plan	
Class A Common Stock	03/02/2012		M		7,216 <sup>(12)</sup>	A	\$53.02	196,315	D	
Class A Common Stock	03/05/2012		S		200 <sup>(13)</sup>	D	\$52.89	196,115	D	
Class A Common Stock	03/05/2012		S		48 <sup>(13)</sup>	D	\$52.891	196,067	D	
Class A Common Stock	03/05/2012		S		878 <sup>(13)</sup>	D	\$52.92	195,189	D	
Class A Common Stock	03/05/2012		S		1,700 <sup>(13)</sup>	D	\$52.921	193,489	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 6-16-04	\$14.375							06/16/2005	06/16/2014	Class A Common Stock	52,096		52,096	D	
Nonstatutory Stock Option 11-23-04	\$21.58							11/23/2005	11/23/2014	Class A Common Stock	130,000		130,000	D	
Nonstatutory Stock Option 12-15-05	\$30.645							12/15/2006	12/15/2015	Class A Common Stock	150,000		150,000	D	
Phantom Stock Units <sup>(1)</sup>	\$0							08/08/1988	08/08/1988	Class A Common Stock	3,197		3,197 <sup>(2)</sup>	D	
Nonstatutory Stock Option 12-15-06	\$32.565							12/15/2007	12/14/2016	Class A Common Stock	175,000		175,000	D	
2007 Restricted Stock Unit <sup>(1)</sup>	\$0 <sup>(3)</sup>							12/14/2008 <sup>(4)</sup>	12/13/2017 <sup>(5)</sup>	Class A Common Stock	23,848		23,848	D	
NSO 2007	\$43.61							12/14/2008	12/13/2017	Class A Common Stock	89,470		89,470	D	
2008 Restricted Stock Units <sup>(1)</sup>	\$0 <sup>(3)</sup>							12/12/2009 <sup>(4)</sup>	12/11/2018 <sup>(5)</sup>	Class A Common Stock	173,333		173,333	D	
2009 Restricted Stock Units	\$0							12/11/2010	12/11/2019	Class A Common Stock	97,034		97,034	D	
Perf Based RSUs 3-16-10 <sup>(1)</sup>	\$0 <sup>(6)</sup>							12/31/2012 <sup>(6)</sup>	12/31/2012	Class A Common Stock	42,060		42,060 <sup>(7)</sup>	D	

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(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 3-2-2011 - \$48.50	\$48.5							03/02/2012	03/02/2021	Class A Common Stock	33,129		33,129	D	
Perf Based RSU 3-2-2011	\$0							12/31/2013	03/02/2021	Class A Common Stock	25,257		25,257	D	
Perf Based RSUs 3-2-12 <sup>(1)</sup>	\$0 <sup>(8)</sup>	03/02/2012		A		23,104 <sup>(9)</sup>		12/31/2014	03/02/2022	Class A Common Stock	23,104	\$0	23,104	D	
March 2, 2012 Employee RSU Grant <sup>(1)</sup>	\$0 <sup>(3)</sup>	03/02/2012		A		26,406 <sup>(10)</sup>		03/02/2013	03/02/2022	Class A Common Stock	26,406	\$0	26,406	D	
Non Statutory Stock Option 3-2-12 <sup>(1)</sup>	\$53.02	03/02/2012		A		31,167 <sup>(11)</sup>		03/02/2013	03/02/2022	Class A Common Stock	31,167	\$0	31,167	D	
March 2011 Employee RSU Grant	\$0	03/02/2012		M			7,216 <sup>(12)</sup>	03/02/2012	03/02/2021	Class A Common Stock	28,886	\$53.02	21,650	D	

**Explanation of Responses:**

- 1 for 1
- Phantom Stock Units acquired under the Company's Non-Employee Director Deferred Compensation Plan in a transaction exempt under Rule 16b-3(c). Shares of Common Stock are issued under terms of the Plan upon resignation from the board of directors.
- 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.
- 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.
- 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.
- Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock if certain pre-established performance factors are met.
- Per the Agreement this is the maximum number of performance based RSUs that may be received if all performance factors are achieved.
- 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.
- 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.
- Vested shares issued pursuant to Rule 16b-3 plan.
- Shares sold to cover taxes on RSU vesting under Rule 16b-3 Plan.

Kenneth A Olson under POA for    03/06/2012  
Robert Heinemann

\*\* 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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