

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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>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) Exec. VP & COO
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/02/2011</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	03/02/2011		J			72 ⁽²³⁾	D	\$0	13,020	I	Held in 401(k) Plan
Class A Common Stock	03/03/2011		M			20,000	A	\$7.445	41,768	D	
Class A Common Stock	03/03/2011		M			30,000	A	\$8.25	71,768	D	
Class A Common Stock	03/03/2011		S			47,584	D	\$48.9819	24,184	D	
Class A Common Stock	03/03/2011		S			2,416	D	\$49.7265	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					
Nonstatutory Stock Option 12-05-03	\$9.97							12/05/2004	12/05/2013	Class A Common Stock	60,000	60,000	D	
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 ⁽¹³⁾	\$0 ⁽¹⁴⁾	03/02/2011		A		12,887 ⁽¹⁵⁾		03/02/2012 ⁽¹⁶⁾	03/02/2021	Class A Common Stock	12,887	\$0	12,887	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 3-3-2011 - \$48.50 ⁽¹⁷⁾	\$48.5	03/02/2011		A		14,790		03/02/2012 ⁽¹⁹⁾	03/02/2021	Class A Common Stock	14,790	\$0 ⁽¹⁸⁾	14,790	D	
Perf Based RSU 3-2-2011 ⁽²⁰⁾	\$0 ⁽²¹⁾	03/02/2011		A		11,275 ⁽²²⁾		12/31/2013	03/02/2021	Class A Common Stock	11,275	\$0	11,275	D	
Nonstatutory Stock Option 2-1-02	\$7.445	03/03/2011		M			20,000	02/01/2003	02/01/2012	Class A Common Stock	20,000	\$0	0	D	
Nonstatutory Stock Option 12-6-02	\$8.25	03/03/2011		M			30,000	12/06/2003	12/06/2012	Class A Common Stock	30,000	\$0	0	D	

Explanation of Responses:

- 1 for 1
- 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.
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- 1 for 1
- 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.
- 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.
- 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.
- 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.
- 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.
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- 1 for 1
- 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 2, 2011, 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 2, 2011.
- Changes in the number of shares of Common Stock held in the individuals 401(k) account due to required maintenance of cash position. All transactions were at market and non-discretionary.

Kenneth A Olson under POA for 03/04/2011
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.

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