

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| 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).

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* BUSCH RALPH B III (Last) (First) (Middle) C/O BERRY PETROLEUM COMPANY 1999 BROADWAY, SUITE 3700 (Street) DENVER CO 80202 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol BERRY PETROLEUM CO [BRY] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below) |
| | 3. Date of Earliest Transaction (Month/Day/Year) 11/15/2012 | |
| | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 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 |

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 | | | | | | | | 70,000 | I | As Co-Trustee of Charitable Trust |
| Class A Common Stock | | | | | | | | 123,500 | I | As Co-Trustee of Union Bank Trust Shares |
| Class A Common Stock | | | | | | | | 6,500 | I | Busch Family Foundation |
| Class A Common Stock | | | | | | | | 26,824 | I | As Custodian for Minor Children |
| Class A Common Stock | 11/15/2012 | | M | | 10,000 ⁽⁵⁾ | A | \$8.07 | 139,452 | D | |
| Class A Common Stock | 11/15/2012 | | S | | 800 | D | \$30.8188 | 138,652 | D | |
| Class A Common Stock | 11/15/2012 | | S | | 700 | D | \$30.84 | 137,952 | D | |
| Class A Common Stock | 11/15/2012 | | S | | 923 | D | \$30.8433 | 137,029 | D | |
| Class A Common Stock | 11/15/2012 | | S | | 200 | D | \$30.845 | 136,829 | D | |
| Class A Common Stock | 11/15/2012 | | S | | 600 | D | \$30.85 | 136,229 | D | |
| Class A Common Stock | 11/15/2012 | | S | | 100 | D | \$30.855 | 136,129 | D | |
| Class A Common Stock | 11/15/2012 | | S | | 300 | D | \$30.86 | 135,829 | D | |
| Class A Common Stock | 11/15/2012 | | S | | 400 | D | \$30.87 | 135,429 | D | |
| Class A Common Stock | 11/15/2012 | | S | | 300 | D | \$30.875 | 135,129 | D | |
| Class A Common Stock | 11/15/2012 | | S | | 400 | D | \$30.88 | 134,729 | D | |
| Class A Common Stock | 11/15/2012 | | S | | 100 | D | \$30.885 | 134,629 | 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 | | | | | |

**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 Options 12-2-03 | \$9.61 | | | | | | | 12/02/2003 | 12/02/2013 | Class A Common Stock | 10,000 | | 10,000 | D | |
| Nonstatutory Stock Options 12-2-04 | \$21.77 | | | | | | | 12/02/2004 | 12/02/2014 | Class A Common Stock | 10,000 | | 10,000 | D | |
| Nonstatutory Stock Option 12-15-05 | \$30.645 | | | | | | | 12/15/2005 | 12/15/2015 | Class A Common Stock | 10,000 | | 10,000 | D | |
| Phantom Stock Units ⁽¹⁾ | \$0 ⁽¹⁾ | | | | | | | 08/08/1988 ⁽²⁾ | 08/08/1988 ⁽²⁾ | Class A Common Stock | 46,457 | | 46,457 | D | |
| Nonstatutory Stock Option 12-15-06 | \$32.565 | | | | | | | 12/15/2006 | 12/14/2016 | Class A Common Stock | 10,000 | | 10,000 | D | |
| 2007 Restricted Stock Unit ⁽¹⁾ | \$0 ⁽³⁾ | | | | | | | 01/01/2008 ⁽⁴⁾ | 12/13/2017 | Class A Common Stock | 1,056 | | 1,056 | D | |
| NSO 2007 | \$43.61 | | | | | | | 12/14/2007 | 12/13/2017 | Class A Common Stock | 3,956 | | 3,956 | D | |
| March 2011 Director RSU ⁽¹⁾ | \$0 ⁽³⁾ | | | | | | | 03/02/2011 ⁽⁴⁾ | 03/02/2021 | Class A Common Stock | 2,499 | | 2,499 | D | |
| March 2 2012 Director RSU Grant | \$0 | | | | | | | 03/02/2012 | 03/02/2022 | Class A Common Stock | 2,231 | | 2,231 | D | |
| Nonstatutory Stock Options 12-2-02 | \$8.07 | 11/15/2012 | | M | | | 10,000 ⁽⁵⁾ | 12/02/2002 | 12/02/2012 | Class A Common Stock | 10,000 | \$0 | 0 | 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 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.
- Options exercised and shares sold under a 10b5-1 Plan established by filer.

Remarks:

Options exercised and shares sold under a 10b5-1 Plan.

Kenneth A Olson under POA for 11/15/2012
Ralph Busch

** 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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