

## 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* <b>CRAWFORD GEORGE T</b>			2. Issuer Name and Ticker or Trading Symbol <b>BERRY PETROLEUM CO [ BRY ]</b>			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>Snr VP of CA Production</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>12/15/2010</b>			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 _____		
C/O BERRY PETROLEUM COMPANY 5201 TRUXTUN AVE.			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <b>BAKERSFIELD CA 93309</b>								
(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	12/15/2010		M		1,500 <sup>(9)</sup>	A	\$42.895	2,517	D	
Class A Common Stock	12/15/2010		J		3 <sup>(10)</sup>	A	\$0	3,888	I	Held in 401(k) Plan
Class A Common Stock	12/17/2010		S		548 <sup>(12)</sup>	D	\$43.0567	1,969	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 12-6-02	\$8.25						12/06/2003	12/06/2012	Class A Common Stock	30,000		20,000	D	
Nonstatutory Stock Option 12-05-03	\$9.97						12/05/2004	12/05/2013	Class A Common Stock	40,000		40,000	D	
Nonstatutory Stock Option 11-23-04	\$21.58						11/23/2005	11/23/2014	Class A Common Stock	40,000		40,000	D	
Nonstatutory Stock Option 12-15-05	\$30.645						12/15/2006	12/15/2015	Class A Common Stock	20,000		20,000	D	
Nonstatutory Stock Option 12-15-06	\$32.565						12/15/2007	12/14/2016	Class A Common Stock	20,000		20,000	D	
2007 Restricted Stock Unit <sup>(1)</sup>	\$0 <sup>(2)</sup>						12/14/2008 <sup>(3)</sup>	12/13/2017 <sup>(4)</sup>	Class A Common Stock	4,759		4,759	D	
NSO 2007	\$43.61						12/14/2008	12/13/2017	Class A Common Stock	14,279		14,279	D	
2008 Restricted Stock Units <sup>(5)</sup>	\$0 <sup>(6)</sup>						12/12/2009 <sup>(7)</sup>	12/11/2018 <sup>(8)</sup>	Class A Common Stock	26,667		26,667	D	
2009 Restricted Stock Units	\$0						12/11/2010	12/11/2019	Class A Common Stock	19,594		19,594	D	
Perf Based RSUs 3-16-10	\$0						12/31/2012	12/31/2012	Class A Common Stock	8,261		8,261	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				
2006 Restricted Stock Units	\$0	12/15/2010		M			1,500 <sup>(11)</sup>	12/15/2007	12/14/2016	Class A Common Stock	1,500	\$42.895	0	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
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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. Vested shares issued pursuant to Rule 16b-3 plan.
10. 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.
11. Vesting of 25% of RSUs granted 12-15-2006 under a Rule 16b-3 Plan
12. Shares sold to cover taxes on RSU vesting under Rule 16b-3 Plan.

Kenneth A Olson under POA for 12/17/2010  
George Crawford

\*\* 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.**