

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934**

Date of Report (date of earliest event reported): **August 31, 2011**

BERRY PETROLEUM COMPANY

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

1-9735
(Commission File
Number)

77-0079387
(I.R.S. Employer Identification No.)

1999 Broadway, Suite 3700, Denver, Colorado
(Address of Principal Executive Offices)

80202
(Zip Code)

Registrant's telephone number, including area code: **(303) 999-4400**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.04. Temporary Suspension of Trading Under Registrant's Employee Benefit Plans.

On August 26, 2011, Berry Petroleum Company (the "Company") received a notice required by Section 101(i)(2)(E) of the Employee Retirement Income Security Act of 1974 ("ERISA"), as amended, regarding a blackout period, described below, under the Berry Petroleum Company Thrift Plan (the "Plan"), as a result of the conversion of the Berry Petroleum Stock Fund (the "Stock Fund") from a unitized stock fund to a real-time traded fund. Due to this change, Plan participants will be temporarily unable to exchange, direct or diversify (including making future investment elections), request distributions of, or obtain loans involving, Plan assets invested in the common stock of the Company through the Stock Fund during a temporary blackout period that is scheduled to begin at 4:00 p.m., Eastern Time, on Wednesday, September 28, 2011, and is expected to end on or about Monday, October 3, 2011 (the "Blackout Period").

Because restrictions on investment changes involving the Company's common stock held in the Plan could be in effect for more than three business days, on August 31, 2011, the Company distributed a notice (the "BTR Notice") to its executive officers and directors informing them that, pursuant to Section 306(a) of the Sarbanes-Oxley Act of 2002 and the rules promulgated thereunder, they would be prohibited during the Blackout Period from purchasing or selling shares of the Company's common stock (including derivative securities pertaining to such shares) acquired in connection with their employment as an executive officer or service as a director.

A copy of the BTR Notice is attached hereto as Exhibit 99.1 and is incorporated herein by reference. Any inquiries regarding the Blackout Period may be directed to Fidelity Investments at 1-800-835-5097 or the Company's Benefit and Equity Manager at (303) 999-4044.

Section 9—Financial Statements and Exhibits

(d) Exhibits

Exhibit 99.1—Notice of Trading Blackout Period for Directors and Executive Officers dated August 31, 2011

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereto duly authorized.

BERRY PETROLEUM COMPANY

By: /s/ Davis O'Connor
Davis O'Connor
Vice President, General Counsel and Secretary

Date: August 31, 2011

TO: Executive Officers and Directors of Berry Petroleum Company

FROM: Davis O'Connor

DATE: August 31, 2011

RE: Notice of Trading Blackout Period

As we have mentioned to you, Berry Petroleum Company (the "Company") is making certain changes to the Berry Petroleum Company Thrift Plan (the "Plan") to convert the Berry Petroleum Company Common Stock Fund from a unitized fund to a real-time traded fund. This notice is to inform you that in connection with these changes, a "blackout period" will be imposed restricting all investments under and distributions from the Plan including investment in and distributions from the Berry Petroleum Company Stock Fund. The blackout period will begin as of 4:00 p.m., Eastern Time, on Wednesday, September 28, 2011 and is expected to end on or about Monday, October 3, 2011. During the blackout period, Plan participants and beneficiaries will be unable to direct or diversify investments in their individual accounts, obtain a loan, make a withdrawal, or take other distributions from the Plan.

During the blackout period, pursuant to Section 306(a) of the Sarbanes-Oxley Act of 2002 and Regulation BTR under the Securities Exchange Act of 1934, any director or executive officer of the Company is generally prohibited from, directly or indirectly, entering into any transaction with respect to the Company's common stock (including any derivative securities) ("Company Securities"). Specifically, during the blackout period, you are prohibited from, directly or indirectly, purchasing, selling, or otherwise acquiring or transferring any Company Securities, including exercising stock options, if you acquire or previously acquired such Company Security in connection with your service as a director or executive officer of the Company, subject to certain narrow exceptions. This trading restriction includes indirect trading where you have a pecuniary interest in the transaction. Accordingly, acquisitions and dispositions by family members, partnerships, corporations, or trusts where you have a pecuniary interest will be deemed a transaction by you.

There are limited exemptions to the restrictions of Section 306(a) and Regulation BTR for certain transactions in Company Securities. Notable exemptions include: bona fide gifts; transactions involving Company Securities that were not acquired in connection with your service or employment as a director or officer (which you must be able to prove); automatic investments under the Company's dividend reinvestment plan; and transactions pursuant to a plan intended to comply with the affirmative defense conditions of Rule 10b5-1, provided that such Rule 10b5-1 plan was not entered into or modified during the blackout period and you were

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unaware of the actual or approximate beginning or ending dates of the blackout period at the time of the transaction. Because these exemptions are narrow, proposed transactions should be discussed with the Company before you or your family members take any action concerning Company equity securities during this period.

Please note that the trading restrictions implemented because of the blackout period are in addition to other trading restrictions under the Company's Insider Trading Policy. During the blackout period, it is anticipated that you will, in any event, be subject to a closed trading window under that Policy.

During the blackout period, you may obtain, without charge, information as to whether the blackout period has begun or ended by contacting Davis O'Connor at 303-999-4037 or by email at doo@bry.com or Kenneth A. Olson at 303-999-4044 or by email at kao@bry.com or Fidelity Investments at 1- 800-835-5097.

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