

**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

|   |  |   |
|---|--|---|
| 1. Name and Address of Reporting Person*<br><b>YOUNG MARTIN H JR</b><br><br>(Last) (First) (Middle)<br><b>C/O BERRY PETROLEUM COMPANY</b><br><b>1999 BROADWAY, SUITE 3700</b><br><br>(Street)<br><b>DENVER CO 80202</b><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><b>BERRY PETROLEUM CO [ BRY ]</b> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br>Officer (give title below) Other (specify below) |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>03/02/2012</b>            |   |
|   | 4. If Amendment, Date of Original Filed (Month/Day/Year)<br><b>03/02/2012</b>    |   |

**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            |                                      |  |                                |   |   |            | 40,000 | 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           |   |  |  |   |  |
| Phantom Stock Units <sup>(1)</sup>             | \$0 <sup>(1)</sup>                                     |                                      |  |                                |   |  |     | 08/08/1988 <sup>(2)</sup>                                | 08/08/1988 <sup>(2)</sup> | Class A Common Stock  | 87,832                                     | 87,832   | D   |  |
| Nonstatutory Stock Option 12-15-05             | \$30.645   |                                      |  |                                |   |  |     | 12/15/2005   | 12/15/2015                | Class A Common Stock  | 10,000                                     | 10,000   | 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 <sup>(1)</sup>      | \$0 <sup>(3)</sup>                                     |                                      |  |                                |   |  |     | 01/01/2008 <sup>(4)</sup>                                | 12/13/2017                | Class A Common Stock  | 1,319                                      | 1,319  | D   |  |
| NSO 2007                                       | \$43.61  |                                      |  |                                |   |  |     | 12/14/2007   | 12/13/2017                | Class A Common Stock  | 3,956                                      | 3,956  | D   |  |
| March 2011 Director RSU <sup>(1)</sup>         | \$0 <sup>(3)</sup>                                     |                                      |  |                                |   |  |     | 03/02/2011 <sup>(4)</sup>                                | 03/02/2021                | Class A Common Stock  | 2,499                                      | 2,499  | D   |  |
| March 2 2012 Director RSU Grant <sup>(1)</sup> | \$0 <sup>(3)</sup>                                     | 03/02/2012                           |  | A                              |   | 2,231 <sup>(5)</sup>   |     | 03/02/2012 <sup>(5)</sup>                                | 03/02/2022                | Class A Common Stock  | 2,231                                      | \$0  | 2,231   | 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.
- Grant of Restricted Stock Unit (RSU) under the Company's 2005 Equity Incentive Plan in a transaction exempt under Rule 16b-3(c). RSUs are 100% vested on date of grant but are subject to an individual deferral election on behalf of the Director.

**Remarks:**

This Amended Form 4 is being filed to correct the quantity of the March 2, 2012 Director RSU grant to reduce the grant from 2,264 to 2,231 shares.

Kenneth A Olson under POA for 03/05/2012  
Martin Young

\*\* 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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