FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5	STATEMENT
obligations may continue. See Instruction 1(b).	Filed purs

TATEMENT 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

	Address of R	reporting Person* N H JR			2. Issuer Name and Ticker or Trading Symbol BERRY PETROLEUM CO [BRY]											
(Last) (First) (Middle) C/O BERRY PETROLEUM COMPANY 1999 BROADWAY, SUITE 3700						of Earliest Transa 2011	ection (M	lonth/I	Day/Year)		Officer (g below)	jive title Other (s below)			cify	
(Street) DENVER	CC)	80202		4. If An	nendment, Date of	Original	Filed	(Month/Day/Ye		Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	(Sta	ate)	(Zip)													
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																
Date		2. Transac Date (Month/Da		2A. Deemed Execution Date, if any (Month/Day/Year)		ction Instr.	4. Securities A Disposed Of (I			5. Amount or Securities Beneficially Owned Folio Reported		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Ind Be Ow	Nature of lirect neficial vnership str. 4)		
							Code V		Amount	nount (A) or (D)		Transactio (Instr. 3 an			(113	- ,
Class A Co	ommon Stoc	ck		07/14/	2011		M		10,000(5)	A	\$9.61	50,000		D		
Class A Co	ommon Stoc	ck		07/14/	2011		S		1,400	D	\$53.7268	48,6	00	D		
Class A Co	ommon Stoc	ck		07/14/	2011		S		100	D	\$53.74	48,5	00	D	\perp	
Class A Co	ommon Stoc	ck		07/14/	2011		S		600	D	\$53.7433	47,9	00	D		
Class A Co	ommon Stoc	ck		07/14/	2011		S		300	D	\$53.7917	47,6	00	D	\perp	
Class A Co	ommon Stoc	ck		07/14/	2011		S		700	D	\$53.7971	46,9	00	D		
Class A Co	ommon Stoc	ck		07/14/	2011		S		200	D	\$53.8	46,7	00	D		
Class A Co	ommon Stoc	ck		07/14/	2011		S		200	D	\$53.86	46,5	00	D		
Class A Co	ommon Stoc	ck		07/14/	2011		S		100	D	\$53.87	46,4	.00	D		
Class A Common Stock 07/14/		2011		S		100	D	\$53.88	46,3	00	D					
Class A Common Stock 07/14		07/14/	2011		S		200	D	\$53.91	46,1	00	D				
Class A Co	Class A Common Stock 07/14/2		2011		S		500	D	\$53.93	45,6	00	D				
Class A Common Stock 07/14/2		2011		S		500	D	\$53.99	45,1	00	D					
Class A Common Stock 07/14/2		2011		S		300	D	\$53.9933	44,8	00	D					
Class A Common Stock 07/14/2		2011		S		900	D	\$53.995	43,9	00	D					
Class A Common Stock 07/14/		2011		S		200	D	\$54	43,7	00	D					
Class A Co	ommon Stoc	ck		07/14/	2011		S		900	D	\$54.0367	42,8	00	D		
Class A Co	ommon Stoc	ck		07/14/	2011		S		700	D	\$54.05	42,1	00	D		
Class A Co	ommon Stoc	ck		07/14/	2011		S		100	D	\$54.06	42,0	00	D		
Class A Co	ommon Stoc	ck		07/14/	2011		S		100	D	\$54.065	41,9	00	D		
Class A Co	ommon Stoc	ck		07/14/	2011		S		700	D	\$54.08	41,2	00	D		
Class A Co	ommon Stoc	ck		07/14/	2011		S		100	D	\$54.09	41,1	00	D		
Class A Co	ommon Stoc	ck		07/14/	2011		S		100	D	\$54.095	41,0	00	D		
Class A Common Stock 07/14/2			/2011		S		100	D	\$54.1 4		40,900					
Class A Common Stock 07/14/			2011		S		800	D	\$54.18	40,100		D				
Class A Common Stock 07/14/2			2011		S		100	D	\$54.07	40,0	00	D				
			Table II			curities Acqualls, warrants						vned				
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	if any	Deemed 4. cution Date, Tra		5. Number of Derivative	6. Date Exerc Expiration Da (Month/Day/)		isable and te	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number derivative Securities Beneficial Owned Following Reported Transactio (Instr. 4)	Owners Form: ly Direct (or Indir (I) (Inst	hip D) ect	11. Nature of Indirect Beneficial Ownership (Instr. 4)
	I	I	I										I	I	I	

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)		v ction	6AN Deri Sec Acq or D	varrants u(ED)er of vative urities uired (A) visposed (D) (Instr. 3,	uired, Disposed of, or, options, convertible Date Expiration Experis Staterois Abdeeand Expiration Date (Month/Day/Year)				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)
Phantom Stock Units ⁽¹⁾	\$0 ⁽¹⁾		Faria			(D)	08/08/1988 ⁽²⁾ Date Exercisable	08/08/1988 ⁽²⁾ Expiration Date	Class A Common Stock	Amount 84,260 of Shares		85,202	D	
-Nonstatutory- Stock Options 12- 2-04	\$21.77		Code	V	(A)	(6)	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	
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						01/01/2008 ⁽³⁾	12/13/2017 ⁽⁴⁾	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	\$0						03/02/2011	03/02/2021	Class A Common Stock	2,499		2,499	D	
Nonstatutory Stock Options 12- 2-03	\$9.61	07/14/2011	М			10,000 ⁽⁵⁾	12/02/2003	12/02/2013	Class A Common Stock	10,000	\$0	0	D	

Explanation of Responses:

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- 2. 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.
- 3. The RSU granted is 100% vested at the date of grant but the receipt of shares are subject to a deferral period which is generally at least four years from the 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. Options exercised and shares sold under a 10b5-1 Plan established by filer.

Remarks:

Options exercised and shares sold under a 10b5-1 established by filer.

Kenneth A Olson under POA for Martin Young 07/14/2011

** 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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