

FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
OMB Number:	3235-0362
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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).
- Form 3 Holdings Reported.
- Form 4 Transactions Reported.

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* <u>Wolf David D</u> (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 <u>BERRY PETROLEUM CO [BRY]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below) Exec VP and CFO
	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2011	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X 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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Class A Common Stock							5,459	I	Held in the Company's 401(k) Plan
Class A Common Stock	12/29/2011		A	51 ⁽⁵⁾	A	\$40.59	26,220	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)
					(A)	(D)	Date Exercisable	Expiration Date					
RSU 8-4-08 ⁽¹⁾	\$0						08/04/2011 ⁽²⁾	08/03/2018 ⁽³⁾	Class A Common Stock		30,355	D	
NSO	\$41.18						08/04/2011	08/03/2018	Class A Common Stock		89,084	D	
2008 Restricted Stock Units ⁽¹⁾	\$0						12/12/2009 ⁽⁴⁾	12/11/2018 ⁽³⁾	Class A Common Stock		66,667	D	
2009 Restricted Stock Units ⁽¹⁾	\$0						12/11/2010 ⁽⁴⁾	12/11/2019 ⁽³⁾	Class A Common Stock		41,053	D	
Perf Based RSUs 3-16-10	\$0						12/31/2012	03/15/2020	Class A Common Stock		18,175	D	
March 2011 Employee RSU Grant	\$0						03/02/2012	03/02/2021	Class A Common Stock		12,372	D	
Non-Statutory Stock Option 3-3-2011 - \$48.50	\$48.5						03/02/2012	03/02/2021	Class A Common Stock		14,198	D	
Perf Based RSU 3-2-2011	\$0						12/31/2013	03/02/2021	Class A Common Stock		10,824	D	

Explanation of Responses:

1. 1 for 1
2. Restricted Stock Units vest 100% 3 years after date of grant but are subject to a deferral election.

3. 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.
4. 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.
5. Increase in shares from the reinvestment of dividends paid quarterly on common stock. All shares were purchased at market and were non-discretionary.

Remarks:

Form 5 filing to report shares acquired from dividend reinvestment plan purchases at year-end 2011.

Kenneth A. Olson under POA
for David D. Wolf

01/04/2012

** 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.