

OMB APPROVAL	
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**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

1. Name and Address of Reporting Person* <b>JAMIESON THOMAS J</b> _____ (Last) (First) (Middle) <b>C/O BERRY PETROLEUM COMPANY</b> <b>1999 BROADWAY, SUITE 3700</b> _____ (Street) <b>DENVER CA 80202</b> _____ (City) (State) (Zip)			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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)		
			3. Date of Earliest Transaction (Month/Day/Year) <b>09/28/2012</b>					
			4. If Amendment, Date of Original Filed (Month/Day/Year) <b>09/28/2012</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		

**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								36,303 <sup>(1)</sup>	I	Owned by corporation
Class A Common Stock								88,000	D	
Class A Common Stock								25,000	I	Owned by partnership
Class A Common Stock								143,730 <sup>(1)</sup>	I	Owned by Trust

**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				
Nonstatutory Stock Options 12-2-04	\$21.77							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 <sup>(2)</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>(2)</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	\$0							03/02/2012	03/02/2022	Class A Common Stock	2,231		2,231	D	
Phantom Stock Units	\$0	09/28/2012		A		656 <sup>(5)</sup>		08/08/1988	08/08/1988	Class A Common Stock	66,665	\$40.63	67,321	D	

**Explanation of Responses:**

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

2. 1 for 1

3. Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock

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. 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.

**Remarks:**

This Form 4 is being amended to adjust Mr. Jamieson's shares held to include the shares acquired from the reinvestment of dividends from 2008 through 2012 in shares not previously reported owned indirectly by a Trust (5,668 shares added to holdings) and owned by his Corporation (2,503 shares added to holdings). See footnote 1.

Kenneth A Olson under POA  
for Thomas Jamieson

10/16/2012

\*\* 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.**