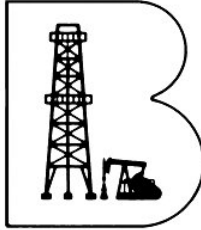

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

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): **April 1, 2012**



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 80202
(Address of Principal Executive Offices, including zip code)

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

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:

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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ITEM 1.01 ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT.

Effective April 1, 2012, Berry Petroleum Company ("Company") entered into a Power Purchase and Sale Agreement ("Transition PPA") with Pacific Gas and Electric Company ("PG&E") to sell electricity generated by the Company's 38 megawatt cogeneration facility located on the Company's South Midway-Sunset properties. The Transition PPA replaced an existing Power Purchase Agreement between the Company and PG&E dated May 7, 1984, as amended, which expired on March 31, 2012. The Transition PPA has a term of 39 months, but may be earlier terminated by the Company upon the entry by the Company into a long-term power purchase agreement with PG&E or another California investor owned utility pursuant to a competitive solicitation.

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 hereunto duly authorized.

BERRY PETROLEUM COMPANY

By: /s/ Davis O. O'Connor
Davis O. O'Connor
Corporate Secretary

Date: April 10, 2012