

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

| OMB APPROVAL                                 |           |
|--|-----------|
| OMB Number:                                  | 3235-0287 |
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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

|   |  |  |   |  |  |   |  |  |
|---|--|--|---|--|--|---|--|--|
| <b>1. Name and Address of Reporting Person*</b><br><u>HEINEMANN ROBERT</u><br>(Last) (First) (Middle)<br><u>C/O BERRY PETROLEUM COMPANY</u><br><u>1999 BROADWAY, SUITE 3700</u><br>(Street)<br><u>DENVER CO 80202</u><br>(City) (State) (Zip) |  |  | <b>2. Issuer Name and Ticker or Trading Symbol</b><br><u>BERRY PETROLEUM CO [ BRY ]</u> |  |  | <b>5. Relationship of Reporting Person(s) to Issuer</b><br>(Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><b>President and CEO</b> |  |  |
|   |  |  | <b>3. Date of Earliest Transaction (Month/Day/Year)</b><br><u>11/05/2012</u>            |  |  |   |  |  |
|   |  |  | <b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>                         |  |  | <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> 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            |                                      |  |                                |   |   |            |           | 14,271  | I  | Held in 401(k) Plan                                   |
| Class A Common Stock            | 11/05/2012                           |  | P                              |   | 200   | A          | \$33.26   | 227,325   | D  |   |
| Class A Common Stock            | 11/05/2012                           |  | P                              |   | 100   | A          | \$33.265  | 227,425   | D  |   |
| Class A Common Stock            | 11/05/2012                           |  | P                              |   | 100   | A          | \$33.31   | 227,525   | D  |   |
| Class A Common Stock            | 11/05/2012                           |  | P                              |   | 100   | A          | \$33.33   | 227,625   | D  |   |
| Class A Common Stock            | 11/05/2012                           |  | P                              |   | 200   | A          | \$33.35   | 227,825   | D  |   |
| Class A Common Stock            | 11/05/2012                           |  | P                              |   | 682   | A          | \$33.36   | 228,507   | D  |   |
| Class A Common Stock            | 11/05/2012                           |  | P                              |   | 762   | A          | \$33.37   | 229,269   | D  |   |
| Class A Common Stock            | 11/05/2012                           |  | P                              |   | 1,300   | A          | \$33.38   | 230,569   | D  |   |
| Class A Common Stock            | 11/05/2012                           |  | P                              |   | 300   | A          | \$33.3833 | 230,869   | D  |   |
| Class A Common Stock            | 11/05/2012                           |  | P                              |   | 1,300   | A          | \$33.39   | 232,169   | D  |   |
| Class A Common Stock            | 11/05/2012                           |  | P                              |   | 356   | A          | \$33.3928 | 232,525   | D  |   |
| Class A Common Stock            | 11/05/2012                           |  | P                              |   | 1,200   | A          | \$33.4    | 233,725   | D  |   |
| Class A Common Stock            | 11/05/2012                           |  | P                              |   | 300   | A          | \$33.41   | 234,025   | D  |   |
| Class A Common Stock            | 11/05/2012                           |  | P                              |   | 300   | A          | \$33.42   | 234,325   | D  |   |
| Class A Common Stock            | 11/05/2012                           |  | P                              |   | 400   | A          | \$33.43   | 234,725   | D  |   |
| Class A Common Stock            | 11/05/2012                           |  | P                              |   | 1,000   | A          | \$33.44   | 235,725   | D  |   |
| Class A Common Stock            | 11/05/2012                           |  | P                              |   | 200   | A          | \$33.45   | 235,925   | D  |   |
| Class A Common Stock            | 11/05/2012                           |  | P                              |   | 600   | A          | \$33.46   | 236,525   | D  |   |
| Class A Common Stock            | 11/05/2012                           |  | P                              |   | 200   | A          | \$33.47   | 236,725   | D  |   |
| Class A Common Stock            | 11/05/2012                           |  | P                              |   | 200   | A          | \$33.48   | 236,925   | D  |   |
| Class A Common Stock            | 11/05/2012                           |  | P                              |   | 200   | A          | \$33.51   | 237,125   | 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) |   |  |  |   |  |

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(e.g., puts, calls, warrants, options, convertible securities)**

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|---|--|--------------------------------------|--|--------------------------------|---|--|-----|--|---------------------------|---|----------------------------|--|--|---|--|
|   |  |                                      |  | Code                           | V | (A)  | (D) | Date Exercisable   | Expiration Date           | Title   | Amount or Number of Shares |  |  |   |  |
| Nonstatutory Stock Option 11-23-04            | \$21.58  |                                      |  |                                |   |  |     | 11/23/2005   | 11/23/2014                | Class A Common Stock  | 100,000                    |  | 100,000  | D   |  |
| Nonstatutory Stock Option 12-15-05            | \$30.645   |                                      |  |                                |   |  |     | 12/15/2006   | 12/15/2015                | Class A Common Stock  | 150,000                    |  | 150,000  | D   |  |
| Phantom Stock Units <sup>(1)</sup>            | \$0  |                                      |  |                                |   |  |     | 08/08/1988   | 08/08/1988                | Class A Common Stock  | 3,215                      |  | 3,215 <sup>(2)</sup>   | D   |  |
| Nonstatutory Stock Option 12-15-06            | \$32.565   |                                      |  |                                |   |  |     | 12/15/2007   | 12/14/2016                | Class A Common Stock  | 175,000                    |  | 175,000  | D   |  |
| 2007 Restricted Stock Unit <sup>(1)</sup>     | \$0 <sup>(3)</sup>                                     |                                      |  |                                |   |  |     | 12/14/2008 <sup>(4)</sup>                                | 12/13/2017 <sup>(5)</sup> | Class A Common Stock  | 23,848                     |  | 23,848   | D   |  |
| NSO 2007                                      | \$43.61  |                                      |  |                                |   |  |     | 12/14/2008   | 12/13/2017                | Class A Common Stock  | 89,470                     |  | 89,470   | D   |  |
| 2008 Restricted Stock Units <sup>(1)</sup>    | \$0 <sup>(3)</sup>                                     |                                      |  |                                |   |  |     | 12/12/2009 <sup>(4)</sup>                                | 12/11/2018 <sup>(5)</sup> | Class A Common Stock  | 173,333                    |  | 173,333  | D   |  |
| 2009 Restricted Stock Units                   | \$0  |                                      |  |                                |   |  |     | 12/11/2010   | 12/11/2019                | Class A Common Stock  | 97,034                     |  | 97,034   | D   |  |
| Perf Based RSUs 3-16-10 <sup>(1)</sup>        | \$0 <sup>(6)</sup>                                     |                                      |  |                                |   |  |     | 12/31/2012 <sup>(6)</sup>                                | 12/31/2012                | Class A Common Stock  | 42,060                     |  | 42,060 <sup>(7)</sup>  | D   |  |
| March 2011 Employee RSU Grant                 | \$0  |                                      |  |                                |   |  |     | 03/02/2012   | 03/02/2021                | Class A Common Stock  | 21,650                     |  | 21,650   | D   |  |
| Non-Statutory Stock Option 3-2-2011 - \$48.50 | \$48.5   |                                      |  |                                |   |  |     | 03/02/2012   | 03/02/2021                | Class A Common Stock  | 33,129                     |  | 33,129   | D   |  |
| Perf Based RSU 3-2-2011                       | \$0  |                                      |  |                                |   |  |     | 12/31/2013   | 03/02/2021                | Class A Common Stock  | 25,257                     |  | 25,257   | D   |  |
| Perf Based RSUs 3-2-12                        | \$0  |                                      |  |                                |   |  |     | 12/31/2014   | 03/02/2022                | Class A Common Stock  | 23,104                     |  | 23,104   | D   |  |
| March 2, 2012 Employee RSU Grant              | \$0  |                                      |  |                                |   |  |     | 03/02/2013   | 03/02/2022                | Class A Common Stock  | 26,406                     |  | 26,406   | D   |  |
| Non Statutory Stock Option 3-2-12             | \$53.02  |                                      |  |                                |   |  |     | 03/02/2013   | 03/02/2022                | Class A Common Stock  | 31,167                     |  | 31,167   | 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 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.
- 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.
- Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock if certain pre-established performance factors, as set forth in the Company's Form 8-K dated March 18, 2010, are met.
- Per the Agreement this is the maximum number of performance based RSUs that may be received if all performance factors are achieved as outlined in the Form 8-K dated March 18, 2010.

Kenneth A Olson under POA  
for Robert Heinemann      11/07/2012

\*\* 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.

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