FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

OMB Number: 3235-0287

Estimated average burden hours per response: 0.5

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*  Wolf David D						2. Issuer Name and Ticker or Trading Symbol BERRY PETROLEUM CO [ BRY ]								5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner  Officer (give title Other (specify					
(Last) (First) (Middle) C/O BERRY PETROLEUM COMPANY 1999 BROADWAY, SUITE 3700							of Earli 2012	est Tra	ansaction (N	/lonth	Day/Year)	)	- X Officer (give title Other (specify below)  Exec VP and CFO						
(Street) DENVER CO 80202					_ 4.	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					
(Last) (First) (Middle)  C/O BERRY PETROLEUM COMPANY 1999 BROADWAY, SUITE 3700  (Street) DENVER CO 80202  (City) (State) (Zip)  Table I - N  1. Title of Security (Instr. 3)  Class A Common Stock  Table II  1. Title of Derivative Security (Month/Day/Year) Security (Instr. 3)  RSU 8-4-08(1) NSO \$41.18  2008 Restricted Stock Units(1) RSU 8-4-08(1) RSU 8					-									Form fil Person		re than	One Repo	rting	
	`	Ta		n-Deri	ivativ	/e S	ecuri	ties /	Acquired	l, Di	sposed of	f, or Ben	eficially	/ Owned					
Dat					2. Transaction Date (Month/Day/Year)			2A. Deemed Execution Date, if any (Month/Day/Year)		Transaction Disposed Code (Instr. 5)		es Acquired (A) or Of (D) (Instr. 3, 4 and		5. Amount of Securities Beneficially Owned Following Reported		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership	
								Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)				(Instr. 4)		
Class A Common Stock					12/31/2012				J	v	<b>9</b> (5)	A	\$0	9		I		Held in the Company's 101(k) Plan	
Table II - Derivative Securities Acquired, Dispos (e.g., puts, calls, warrants, options, co											Owned								
Derivative Security	Conversion or Exercise Price of Derivative	Date	3A. Deeme Execution if any (Month/Day	d Date,	4. Transa Code ( 8)	ction	5. Nu of Deriv Secu Acqu (A) o Disp of (D	rative prities pritied r osed ) r. 3, 4	6. Date Ex Expiration (Month/Da	ercisa Date	ble and	7. Title an of Securit Underlyin Derivative (Instr. 3 ar	d Amount es g Security	8. Price of Derivative Security (Instr. 5)	9. Numb derivativ Securitie Beneficia Owned Followin Reported Transact (Instr. 4)	ve S Ownership es ially Direct (D) Ownersh or Indirect or Indirect g d tition(s)  Ownersh (Instr. 4)		Beneficial Ownership (Instr. 4)	
					Code	v	(A)	(D)	Date Exercisabl		Expiration Date	Title	Amount or Number of Shares						
	\$0								08/04/2011	(2)	08/03/2018 <sup>(3)</sup>	Class A Common Stock	24,284		24,28	84	D		
NSO	\$41.18						Γ		08/04/201	.1	08/03/2018	Class A Common Stock	89,084		89,084		D		
Restricted Stock	\$0								12/12/2009	)(4)	.2/11/2018 <sup>(3)</sup>	Class A Common Stock	66,667		66,667		D		
	\$0								12/11/2010	)(4)	.2/11/2019 <sup>(3)</sup>	Class A Common Stock	41,053		41,053		D		
Perf Based RSUs 3- 16-10	\$0								12/31/201	.2	03/15/2020	Class A Common Stock	18,175		18,1	75	D		
March 2011 Employee RSU Grant	\$0								03/02/201	2	03/02/2021	Class A Common Stock	12,372		12,3	72	D		
Non- Statutory Stock Option 3- 2-2011 - \$48.50	\$48.5								03/02/201	2	03/02/2021	Class A Common Stock	14,198		14,19	98	D		
Perf Based RSU 3-2- 2011	\$0								12/31/201	.3	03/02/2021	Class A Common Stock	10,824		10,82	24	D		
March 2, 2012 Employee RSU Grant	\$0								03/02/201	.3	03/02/2022	Class A Common Stock	11,317		11,3:	17	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	xercise (Month/Day/Year) if any Coc e of (Month/Day/Year) 8) vative		Transa Code (	Transaction Code (Instr. 8) Se Ac (A) Dis of		osed ) :. 3, 4	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				
Non Statutory Stock Option 3- 2-12	\$53.02							03/02/2013	03/02/2022	Class A Common Stock	13,358		13,358	D	
Perf Based RSUs 3-2- 12	\$0							12/31/2014	03/02/2022	Class A Common Stock	9,901		9,901	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. Shares of Common Stock acquired by the reporting person in the Company's 401(k) Plan. All transactions were at market and were non-discretionary.

Kenneth A. Olson under POA for David D. Wolf

01/02/2013

\*\* Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- $^{\star}$  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.