

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>Wolf David D</u> (Last) (First) (Middle) <u>C/O BERRY PETROLEUM COMPANY</u> <u>1999 BROADWAY, SUITE 3700</u> (Street) <u>DENVER CO 80202</u> (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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Exec VP and CFO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/31/2012</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <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	12/31/2012		J	V	9 ⁽⁵⁾	A	\$0	9	I	Held in the Company's 401(k) Plan

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					
RSU 8-4-08 ⁽¹⁾	\$0							08/04/2011 ⁽²⁾	08/03/2018 ⁽³⁾	Class A Common Stock		24,284	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 3-2-2011 - \$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	
March 2, 2012 Employee RSU Grant	\$0							03/02/2013	03/02/2022	Class A Common Stock		11,317	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)	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 for 1
- Restricted Stock Units vest 100% 3 years after date of grant but are subject to a 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.
- 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.
- 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 01/02/2013
for David D. Wolf

** 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.