

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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* HEINEMANN ROBERT (Last) (First) (Middle) C/O BERRY PETROLEUM COMPANY 1999 BROADWAY, SUITE 3700 (Street) DENVER CO 80202 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol BERRY PETROLEUM CO [BRY]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) President and CEO
	3. Date of Earliest Transaction (Month/Day/Year) 02/27/2012	
	4. If Amendment, Date of Original Filed (Month/Day/Year) 02/29/2012	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								13,624	I	Held in 401(k) Plan
Class A Common Stock	02/27/2012		M		17,300	A	\$14.375	183,866	D	
Class A Common Stock	02/27/2012		S		17,300	D	\$53.2243	166,566	D	
Class A Common Stock	02/28/2012		M		400	A	\$14.375	166,966	D	
Class A Common Stock	02/28/2012		S		100	D	\$53.04	166,566	D	
Class A Common Stock	02/28/2012		S		300	D	\$53	166,666	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		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	130,000		130,000	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 ⁽¹⁾	\$0						08/08/1988	08/08/1988	Class A Common Stock	3,197		3,197 ⁽²⁾	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 ⁽¹⁾	\$0 ⁽³⁾						12/14/2008 ⁽⁴⁾	12/13/2017 ⁽⁵⁾	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 ⁽¹⁾	\$0 ⁽³⁾						12/12/2009 ⁽⁴⁾	12/11/2018 ⁽⁵⁾	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 ⁽¹⁾	\$0 ⁽⁶⁾						12/31/2012 ⁽⁶⁾	12/31/2012	Class A Common Stock	42,060		42,060 ⁽⁷⁾	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				
March 2011 Employee RSU Grant	\$0							03/02/2012	03/02/2021	Class A Common Stock	28,886		28,886	D	
Non-Statutory Stock Option 3-3-2011 - \$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	
Nonstatutory Stock Option 6-16-04	\$14.375	02/27/2012		M		17,300		06/16/2005	06/16/2014	Class A Common Stock	17,300	\$0	102,700	D	
Nonstatutory Stock Option 6-16-04	\$14.375	02/28/2012		M		400		06/16/2005	06/16/2014	Class A Common Stock	400	\$0	102,300	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.

Remarks:

This Form 4/A is being filed to pick up the Non-Statutory Stock Options from 11-23-2004 that were excluded from the initial filing.

Kenneth A Olson under POA for
Robert Heinemann 01/09/2012

** 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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