

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 | |
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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>03/16/2012</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 | 03/16/2012 | | S | | 4,275 | D | \$51.5 | 26,220 | D | |
| Class A Common Stock | 03/16/2012 | | S | | 5,663 | D | \$51.54 | 0 | I | Held in the Company's 401(k) Plan |
| Class A Common Stock | 03/16/2012 | | S | | 10,753 | D | \$51.54 | 15,467 | D | |
| Class A Common Stock | 03/16/2012 | | S | | 13,434 | D | \$51.5 | 2,033 | D | |
| Class A Common Stock | 03/16/2012 | | S | | 2,033 | D | \$51.5 | 0 | 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 | | | | | |
| 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 | |

**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 | | | | |
| Perf Based RSU 3-2-2011 | \$0 | | | | | | | 12/31/2013 | 03/02/2021 | Class A Common Stock | 10,824 | | 10,824 | D | |
| March 2, 2012 Employee RSU Grant | \$0 | | | | | | | 03/02/2013 | 03/02/2022 | Class A Common Stock | 11,317 | | 11,317 | D | |
| 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.

Kenneth A. Olson under POA 03/19/2012
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.

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