

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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

<p>1. Name and Address of Reporting Person*</p> <p><u>BUSH WILLIAM E JR</u></p> <p>(Last) (First) (Middle)</p> <p><u>C/O BERRY PETROLEUM COMPANY</u></p> <p><u>1999 BROADWAY, SUITE 3700</u></p> <p>(Street)</p> <p><u>DENVER CO 80202</u></p> <p>(City) (State) (Zip)</p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p><u>BERRY PETROLEUM CO [BRY]</u></p> <p>3. Date of Earliest Transaction (Month/Day/Year)</p> <p><u>03/04/2013</u></p> <p>4. If Amendment, Date of Original Filed (Month/Day/Year)</p>	<p>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p><input checked="" type="checkbox"/> Director 10% Owner</p> <p>Officer (give title below) Other (specify below)</p> <p>6. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p>Form filed by More than One Reporting Person</p>
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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							800	I	As Custodian for minor grandchildren	
Class A Common Stock	03/04/2013		M		2,629 ⁽⁵⁾	A	\$45.655	176,921	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				
Nonstatutory Stock Option 12-15-06	\$32.565							12/15/2006	12/14/2016	Class A Common Stock	10,000		10,000	D	
2007 Restricted Stock Unit ⁽¹⁾	\$0 ⁽²⁾							01/01/2008 ⁽³⁾	12/13/2017 ⁽³⁾	Class A Common Stock	792		792	D	
NSO 2007	\$43.61							12/14/2007	12/13/2017	Class A Common Stock	3,956		3,956	D	
Phantom Stock Units	\$0							08/08/1988	08/08/1988	Class A Common Stock	16,127		16,127	D	
March 2011 Director RSU	\$0							03/02/2011	03/02/2021	Class A Common Stock	1,500		1,500	D	
March 4, 2013 Director RSU Grant ⁽¹⁾	\$0 ⁽²⁾	03/04/2013		M		2,629 ⁽⁴⁾		03/04/2013	03/04/2023	Class A Common Stock	2,629	\$0	2,629	D	
March 4, 2013 Director RSU Grant	\$0	03/04/2013		M ⁽⁵⁾		2,629 ⁽⁵⁾		03/04/2013	03/04/2023	Class A Common Stock	2,629	\$46.05	0	D	

Explanation of Responses:

- 1 for 1
- Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock
- 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.
- Grant of Restricted Stock Unit (RSU) under the Company's 2005 Equity Incentive Plan in a transaction exempt under Rule 16b-3(c). RSUs are 100% vested on date of grant.
- Vested shares issued pursuant to Rule 16b-3 plan.

Kenneth A Olson under POA for 03/06/2013
William Bush

** 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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