

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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|--------------------------|-----------|
| OMB APPROVAL | |
| OMB Number: | 3235-0287 |
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| 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

| | | |
|---|--|--|
| <p>1. Name and Address of Reporting Person*</p> <p>DUGINSKI MICHAEL</p> <p>(Last) (First) (Middle)</p> <p>C/O BERRY PETROLEUM COMPANY</p> <p>1999 BROADWAY, SUITE 3700</p> <p>(Street)</p> <p>DENVER CO 80202</p> <p>(City) (State) (Zip)</p> | <p>2. Issuer Name and Ticker or Trading Symbol</p> <p>BERRY PETROLEUM CO [BRY]</p> <hr/> <p>3. Date of Earliest Transaction (Month/Day/Year)</p> <p>07/05/2011</p> <hr/> <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>Director 10% Owner</p> <p><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)</p> <p style="text-align: center;">Exec. VP & COO</p> <hr/> <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 | | | | | | | 13,028 | I | Held in 401(k) Plan | |
| Class A Common Stock | 07/05/2011 | | M | | 10,000 ⁽⁷⁾ | A | \$9.97 | 31,768 | D | |
| Class A Common Stock | 07/05/2011 | | S | | 5,339 ⁽⁷⁾ | D | \$54.3887 | 26,429 | D | |
| Class A Common Stock | 07/05/2011 | | S | | 4,661 ⁽⁷⁾ | D | \$54.8278 | 21,768 | 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 | | | | | |
| Nonstatutory Stock Option 11-23-04 | \$21.58 | | | | | | | 11/23/2005 | 11/23/2014 | Class A Common Stock | 70,000 | 70,000 | D | |
| Nonstatutory Stock Option 12-15-05 | \$30.645 | | | | | | | 12/15/2006 | 12/15/2015 | Class A Common Stock | 50,000 | 50,000 | D | |
| Nonstatutory Stock Option 12-15-06 | \$32.565 | | | | | | | 12/15/2007 | 12/14/2016 | Class A Common Stock | 56,000 | 56,000 | D | |
| 2007 Restricted Stock Unit ⁽¹⁾ | \$0 ⁽²⁾ | | | | | | | 12/14/2008 ⁽³⁾ | 12/13/2017 ⁽⁴⁾ | Class A Common Stock | 12,039 | 12,039 | D | |
| NSO 2007 | \$43.61 | | | | | | | 12/14/2008 | 12/13/2017 | Class A Common Stock | 36,133 | 36,133 | D | |
| 2008 Restricted Stock Units ⁽¹⁾ | \$0 ⁽²⁾ | | | | | | | 12/12/2009 ⁽³⁾ | 12/11/2018 ⁽⁴⁾ | Class A Common Stock | 70,000 | 70,000 | D | |
| 2009 Restricted Stock Units | \$0 | | | | | | | 12/11/2010 | 12/11/2019 | Class A Common Stock | 42,919 | 42,919 | D | |
| Perf Based RSUs 3-16-10 ⁽¹⁾ | \$0 ⁽⁵⁾ | | | | | | | 12/31/2012 ⁽⁵⁾ | 12/31/2012 | Class A Common Stock | 18,776 | 18,776 ⁽⁶⁾ | D | |
| March 2011 Employee RSU Grant | \$0 | | | | | | | 03/02/2012 | 03/02/2021 | Class A Common Stock | 12,887 | 12,887 | 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 3-3-2011 - \$48.50 | \$48.5 | | | | | | | 03/02/2012 | 03/02/2021 | Class A Common Stock | 14,790 | | 14,790 | D | |
| Perf Based RSU 3-2-2011 | \$0 | | | | | | | 12/31/2013 | 03/02/2021 | Class A Common Stock | 11,275 | | 11,275 | D | |
| Nonstatutory Stock Option 12-05-03 | \$9.97 | 07/05/2011 | | M | | | 10,000 ⁽⁷⁾ | 12/05/2004 | 12/05/2013 | Class A Common Stock | 10,000 | \$0 | 30,000 | 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 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.
- Options exercised and shares sold under a 10b5-1 Plan established by filer.

Kenneth A Olson under POA for 07/06/2011
Michael Duginski

** 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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