

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

<b>OMB APPROVAL</b>	
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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>DUGINSKI MICHAEL</u></p> <hr/> <p>(Last) (First) (Middle)</p> <p><u>C/O BERRY PETROLEUM COMPANY</u></p> <p><u>1999 BROADWAY, SUITE 3700</u></p> <hr/> <p>(Street)</p> <p><u>DENVER</u> <u>CO</u> <u>80202</u></p> <hr/> <p>(City) (State) (Zip)</p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p><u>BERRY PETROLEUM CO [ BRY ]</u></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: right;"><u>Exec. VP &amp; COO</u></p>
<p>3. Date of Earliest Transaction (Month/Day/Year)</p> <p><u>09/30/2011</u></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>
<p>4. If Amendment, Date of Original Filed (Month/Day/Year)</p>		

**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								21,768	D	
Class A Common Stock	09/30/2011		J		402 <sup>(7)</sup>	A	\$0	13,386	I	Held in 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					
Nonstatutory Stock Option 12-05-03	\$9.97							12/05/2004	12/05/2013	Class A Common Stock		20,000	D	
Nonstatutory Stock Option 11-23-04	\$21.58							11/23/2005	11/23/2014	Class A Common Stock		70,000	D	
Nonstatutory Stock Option 12-15-05	\$30.645							12/15/2006	12/15/2015	Class A Common Stock		50,000	D	
Nonstatutory Stock Option 12-15-06	\$32.565							12/15/2007	12/14/2016	Class A Common Stock		56,000	D	
2007 Restricted Stock Unit <sup>(1)</sup>	\$0 <sup>(2)</sup>							12/14/2008 <sup>(3)</sup>	12/13/2017 <sup>(4)</sup>	Class A Common Stock		12,039	D	
NSO 2007	\$43.61							12/14/2008	12/13/2017	Class A Common Stock		36,133	D	
2008 Restricted Stock Units <sup>(1)</sup>	\$0 <sup>(2)</sup>							12/12/2009 <sup>(3)</sup>	12/11/2018 <sup>(4)</sup>	Class A Common Stock		70,000	D	
2009 Restricted Stock Units	\$0							12/11/2010	12/11/2019	Class A Common Stock		42,919	D	
Perf Based RSUs 3-16-10 <sup>(1)</sup>	\$0 <sup>(5)</sup>							12/31/2012 <sup>(5)</sup>	12/31/2012	Class A Common Stock		18,776 <sup>(6)</sup>	D	
March 2011 Employee RSU Grant	\$0							03/02/2012	03/02/2021	Class A Common Stock		12,887	D	

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(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	

**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.
- 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  
for Michael Duginski      10/03/2011

\*\* 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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