

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Ciotti George W</u>  (Last) (First) (Middle) <u>1999 BROADWAY, SUITE 3700</u>  (Street) <u>DENVER</u> <u>CO</u> <u>80202</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>BERRY PETROLEUM CO [ BRY ]</u>  3. Date of Earliest Transaction (Month/Day/Year) <u>03/04/2012</u>  4. If Amendment, Date of Original Filed (Month/Day/Year)	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>VP of Rocky Mtn Prod</u>  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
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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								5,939	I	Held in 401(k) account
Class A Common Stock	03/04/2012		M		919 <sup>(3)</sup>	A	\$45.8	11,076	D	
Class A Common Stock	03/04/2013		M		3,669 <sup>(4)</sup>	A	\$46.05	14,745	D	
Class A Common Stock	03/04/2013		S		100	D	\$45.631	14,645	D	
Class A Common Stock	03/04/2013		S		196	D	\$45.636	14,449	D	
Class A Common Stock	03/05/2013		S		400	D	\$46.401	14,049	D	
Class A Common Stock	03/05/2013		S		410	D	\$46.404	13,639	D	
Class A Common Stock	03/05/2013		S		300	D	\$46.408	13,339	D	
Class A Common Stock	03/05/2013		S		62	D	\$46.4081	13,277	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				
2009 Restricted Stock Units <sup>(1)</sup>	\$0							12/11/2010 <sup>(2)</sup>	12/11/2019	Class A Common Stock	1,867		1,867	D	
March 2011 Employee RSU Grant	\$0							03/02/2012	03/02/2021	Class A Common Stock	4,021		4,021	D	
Non-Statutory Stock Option 3-2-2011 - \$48.50	\$48.5							03/02/2012	03/02/2021	Class A Common Stock	4,615		4,615	D	
Perf Based RSU 3-2-2011	\$0							12/31/2013	03/02/2021	Class A Common Stock	3,518		3,518	D	
Non Statutory Stock Option 3-2-12	\$53.02							03/02/2013	03/02/2022	Class A Common Stock	4,342		4,342	D	
Perf Based RSUs 3-2-12	\$0							12/31/2014	03/02/2022	Class A Common Stock	3,218		3,218	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 2, 2012 Employee RSU Grant	\$0	03/04/2012		M			919 <sup>(3)</sup>	03/02/2013	03/02/2022	Class A Common Stock	3,678	\$45.8	2,759	D	
March 4, 2013 Employee RSU Grant <sup>(1)</sup>	\$0 <sup>(5)</sup>	03/04/2013		M		8,687 <sup>(6)</sup>		03/04/2014	03/04/2023	Class A Common Stock	8,687	\$0	8,687	D	
Perf Based RSUs 3-16-10	\$0	03/04/2013		M			3,669 <sup>(4)</sup>	12/31/2012	12/31/2012	Class A Common Stock	5,633	\$46.05	1,964	D	
Perf Based RSUs 3-16-10	\$0	03/04/2013		M			1,964 <sup>(7)</sup>	12/31/2012	12/31/2012	Class A Common Stock	5,633	\$0	0	D	

Explanation of Responses:

- 1 for 1
- Restricted Stock Units vest 25% per year from date of grant.
- Vested shares issued pursuant to Rule 16b-3 plan.
- Performance Shares issued pursuant to terms of Award Agreement under Rule 16b-3 Plan.
- Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock
- Grant of Restricted Stock Unit (RSU) under the Company's 2010 Equity Incentive Plan in a transaction exempt under Rule 16b-3(c). RSUs vest 25% per year from date of grant.
- Performance Shares cancelled in excess of shares issued under terms of Performance Share Plan.

Kenneth A. Olson Under POA  
for George W. Ciotti

03/06/2013

\*\* 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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