

**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

1. Name and Address of Reporting Person* <b>HEINEMANN ROBERT</b>  (Last) (First) (Middle) <b>C/O BERRY PETROLEUM COMPANY</b> <b>1999 BROADWAY, SUITE 3700</b>  (Street) <b>DENVER CO 80202</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>BERRY PETROLEUM CO [ BRY ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>President and CEO</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>01/10/2013</b>	
	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								14,425	I	Held in 401(k) Plan
Class A Common Stock	01/10/2013		S		100	D	\$35.36	267,231	D	
Class A Common Stock	01/10/2013		S		300	D	\$35.37	266,931	D	
Class A Common Stock	01/10/2013		S		200	D	\$35.39	266,731	D	
Class A Common Stock	01/10/2013		S		300	D	\$35.4	266,431	D	
Class A Common Stock	01/10/2013		S		100	D	\$35.405	266,331	D	
Class A Common Stock	01/10/2013		S		195	D	\$35.44	266,136	D	
Class A Common Stock	01/10/2013		S		100	D	\$35.449	266,036	D	
Class A Common Stock	01/10/2013		S		400	D	\$35.45	265,636	D	
Class A Common Stock	01/10/2013		S		600	D	\$35.49	265,036	D	
Class A Common Stock	01/10/2013		S		100	D	\$35.51	264,936	D	
Class A Common Stock	01/10/2013		S		100	D	\$35.53	264,836	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)
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Nonstatutory Stock Option 11-23-04	\$21.58						11/23/2005	11/23/2014	Class A Common Stock	100,000		100,000	D	
Nonstatutory Stock Option 12-15-05	\$30.645						12/15/2006	12/15/2015	Class A Common Stock	150,000		150,000	D	
Phantom Stock Units <sup>(1)</sup>	\$0						08/08/1988	08/08/1988	Class A Common Stock	3,223		3,223 <sup>(2)</sup>	D	
Nonstatutory Stock Option 12-15-06	\$32.565						12/15/2007	12/14/2016	Class A Common Stock	175,000		175,000	D	
2007 Restricted Stock Unit <sup>(1)</sup>	\$0 <sup>(3)</sup>						12/14/2008 <sup>(4)</sup>	12/13/2017 <sup>(5)</sup>	Class A Common Stock	17,886		17,886	D	

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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				
NSO 2007	\$43.61							12/14/2008	12/13/2017	Class A Common Stock	89,470		89,470	D	
2008 Restricted Stock Units <sup>(1)</sup>	\$0 <sup>(3)</sup>							12/12/2009 <sup>(4)</sup>	12/11/2018 <sup>(5)</sup>	Class A Common Stock	138,667		138,667	D	
2009 Restricted Stock Units	\$0							12/11/2010	12/11/2019	Class A Common Stock	97,034		97,034	D	
Perf Based RSUs 3-16-10 <sup>(1)</sup>	\$0 <sup>(6)</sup>							12/31/2012 <sup>(6)</sup>	12/31/2012	Class A Common Stock	42,060		42,060 <sup>(7)</sup>	D	
March 2011 Employee RSU Grant	\$0							03/02/2012	03/02/2021	Class A Common Stock	21,650		21,650	D	
Non-Statutory Stock Option 3-2-2011 - \$48.50	\$48.5							03/02/2012	03/02/2021	Class A Common Stock	33,129		33,129	D	
Perf Based RSU 3-2-2011	\$0							12/31/2013	03/02/2021	Class A Common Stock	25,257		25,257	D	
Perf Based RSUs 3-2-12	\$0							12/31/2014	03/02/2022	Class A Common Stock	23,104		23,104	D	
March 2, 2012 Employee RSU Grant	\$0							03/02/2013	03/02/2022	Class A Common Stock	26,406		26,406	D	
Non Statutory Stock Option 3-2-12	\$53.02							03/02/2013	03/02/2022	Class A Common Stock	31,167		31,167	D	

**Explanation of Responses:**

- 1 for 1
- Phantom Stock Units acquired under the Company's Non-Employee Director Deferred Compensation Plan in a transaction exempt under Rule 16b-3(c). Shares of Common Stock are issued under terms of the Plan upon resignation from the board of directors.
- 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.

**Remarks:**

All shares sold were to cover the tax obligation from the previous days restricted stock unit share issuance.

Kenneth A Olson under POA  
for Robert Heinemann      01/11/2013

\*\* 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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