

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>Ayers William B</u>  (Last) (First) (Middle) <u>C/O BERRY PETROLEUM COMPANY</u> <u>1999 BROADWAY, SUITE 3700</u>  (Street) <u>DENVER CO 80202</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>BERRY PETROLEUM CO [ BRY ]</u>	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 Human Resources</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/08/2013</u>	
	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	01/08/2013		M		12,333 <sup>(1)</sup>	A	\$35.535	17,400	D	
Class A Common Stock	01/09/2013		S		560 <sup>(3)</sup>	D	\$35.2182	16,840	D	
Class A Common Stock	01/09/2013		S		126 <sup>(3)</sup>	D	\$35.22	16,714	D	
Class A Common Stock	01/09/2013		S		26 <sup>(3)</sup>	D	\$35.23	16,688	D	
Class A Common Stock	01/09/2013		S		700 <sup>(3)</sup>	D	\$35.26	15,988	D	
Class A Common Stock	01/09/2013		S		100 <sup>(3)</sup>	D	\$35.27	15,888	D	
Class A Common Stock	01/09/2013		S		400 <sup>(3)</sup>	D	\$35.3	15,488	D	
Class A Common Stock	01/09/2013		S		400 <sup>(3)</sup>	D	\$32.32	15,088	D	
Class A Common Stock	01/09/2013		S		300 <sup>(3)</sup>	D	\$35.33	14,788	D	
Class A Common Stock	01/09/2013		S		300 <sup>(3)</sup>	D	\$35.35	14,488	D	
Class A Common Stock	01/09/2013		S		300 <sup>(3)</sup>	D	\$35.37	14,188	D	
Class A Common Stock	01/09/2013		S		400 <sup>(3)</sup>	D	\$35.38	13,788	D	
Class A Common Stock	01/09/2013		S		100 <sup>(3)</sup>	D	\$35.4	13,688	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					
Non-Statutory Stock Option 5-18-06	\$31.615							05/18/2007	05/17/2016	Class A Common Stock	10,000	10,000	D	
Nonstatutory Stock Option 12-15-06	\$32.565							12/15/2007	12/14/2016	Class A Common Stock	5,000	5,000	D	
NSO 2007	\$43.61							12/14/2008	12/13/2017	Class A Common Stock	6,880	6,880	D	
2009 Restricted Stock Units	\$0							12/11/2010	12/11/2019	Class A Common Stock	7,091	7,091	D	
Perf Based RSUs 3-16-10	\$0							12/31/2012	12/31/2012	Class A Common Stock	3,004	3,004	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 2011 Employee RSU Grant	\$0							03/02/2012	03/02/2021	Class A Common Stock	3,093		3,093	D	
Non-Statutory Stock Option 3-2-2011 - \$48.50	\$48.5							03/02/2014	03/02/2021	Class A Common Stock	2,367		2,367	D	
2008 Restricted Stock Units	\$0	01/08/2013		M			12,333 <sup>(2)</sup>	12/12/2009	12/11/2018	Class A Common Stock	12,333	\$35.535	0	D	

**Explanation of Responses:**

1. Issuance of shares from previous RSU grant based on meeting terms and timing of deferral election.
2. Issuance of 100% of RSU shares pursuant to a Rule 16b-3 Plan per deferral election in place at date of grant .
3. Shares sold to cover tax liability of issuance of deferred RSU shares.

Kenneth A. Olson under POA  
for W. B. Ayers                      01/09/2013

\*\* 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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