

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

<p>1. Name and Address of Reporting Person*</p> <p>HEINEMANN ROBERT</p> <hr/> <p>(Last) (First) (Middle)</p> <p>C/O BERRY PETROLEUM COMPANY</p> <p>1999 BROADWAY, SUITE 3700</p> <hr/> <p>(Street)</p> <p>DENVER CO 80202</p> <hr/> <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>12/31/2010</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><input checked="" type="checkbox"/> Director 10% Owner</p> <p><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)</p> <p style="text-align: center;">President and CEO</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><input type="checkbox"/> 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								128,746	D	
Class A Common Stock	12/31/2010			J	9 ⁽¹⁷⁾	D	\$0	12,080	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 Options 12-2-02	\$8.07							12/02/2002	12/02/2012	Class A Common Stock	10,000	10,000	D	
Nonstatutory Stock Options 12-2-03	\$9.61							12/02/2003	12/02/2013	Class A Common Stock	10,000	10,000	D	
Nonstatutory Stock Option 6-16-04	\$14.375							06/16/2005	06/16/2014	Class A Common Stock	200,000	200,000	D	
Nonstatutory Stock Option 11-23-04	\$21.58							11/23/2005	11/23/2014	Class A Common Stock	130,000	130,000	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 ⁽¹⁾	\$0							08/08/1988	08/08/1988	Class A Common Stock	3,169	3,174 ⁽²⁾	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 ⁽³⁾	\$0 ⁽⁴⁾							12/14/2008 ⁽⁵⁾	12/13/2017 ⁽⁶⁾	Class A Common Stock	29,810	29,810	D	
NSO 2007	\$43.61							12/14/2008	12/13/2017	Class A Common Stock	89,470	89,470	D	
2008 Restricted Stock Units ⁽⁷⁾	\$0 ⁽⁸⁾							12/12/2009 ⁽⁹⁾	12/11/2018 ⁽¹⁰⁾	Class A Common Stock	173,333	173,333	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					
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 ⁽¹¹⁾	\$0 ⁽¹²⁾							12/31/2012 ⁽¹³⁾	12/31/2012	Class A Common Stock	42,060	42,060 ⁽¹⁴⁾	D	
Phantom Stock Units	\$0 ⁽¹⁵⁾	12/31/2010		A		5 ⁽¹⁶⁾		08/08/1988	08/08/1988	Class A Common Stock	3,169	\$43.7	3,174	D

Explanation of Responses:

1. 1 for 1
2. 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.
3. 1 for 1
4. Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock
5. 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.
6. 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.
7. 1 for 1
8. Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock
9. 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.
10. 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.
11. 1 for 1
12. 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.
13. 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.
14. 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.
15. 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.
16. 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.
17. Changes in the number of shares of Common Stock held in the individuals 401(k) account due to required maintenance of cash position. All transactions were at market and non-discretionary.

Kenneth A Olson under POA for
Robert Heinemann 01/04/2011

** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

POWER OF ATTORNEY

Known all by these present, that the undersigned hereby constitutes and appoints the Corporate Secretary or any Assistant Corporate Secretary, as duly appointed by the Board of Directors from time to time for Berry Petroleum Company, as the undersigned's true and lawful attorney-in-fact to:

1. execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Berry Petroleum Company (the "Company"), Form 3, 4, 5, and Form 144 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
2. do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, 5, and Form 144 and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
3. take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required of, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934 and further acknowledges that the undersigned remains solely responsible for the facts disclosed in any such form.

This Power of Attorney shall remain in full force and effect until the expiration date noted below or until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of securities issued or interest in securities to be issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 2nd day of December 2010.

/s/ Robert F. Heinemann
Signature

02/20/2014 Robert F. Heinemann
Expiration Date Print Name
caused this Power of Attorney
to be executed as of this 2nd day of December 2010.

/s/ Robert F. Heinemann
Signature

02/20/2014 Robert F. He