

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 | |
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|--|---------|----------|--|--|--|--|--|--|--|--|--|
| 1. Name and Address of Reporting Person* <u>Ciotti George W</u> | | | 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 X Officer (give title below) Other (specify below) <u>VP of Rocky Mtn Prod</u> | | | | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) <u>12/11/2012</u> | | | 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | | |
| 1999 BROADWAY, SUITE 3700 | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | | |
| (Street) | CO | | 80202 | | | | | | | | |
| (City) | (State) | (Zip) | | | | | | | | | |

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 | | | | | | | | 5,674 | I | Held in 401(k) account |
| Class A Common Stock | 12/11/2012 | | M | | 1,866 ⁽¹⁾ | A | \$33.535 | 9,568 | D | |
| Class A Common Stock | 12/12/2012 | | M | | 1,625 ⁽¹⁾ | A | \$33.65 | 11,193 | D | |
| Class A Common Stock | 12/12/2012 | | S | | 583 | D | \$33.654 | 10,610 | D | |
| Class A Common Stock | 12/13/2012 | | S | | 116 ⁽²⁾ | D | \$33.21 | 10,494 | D | |
| Class A Common Stock | 12/13/2012 | | S | | 400 ⁽²⁾ | D | \$33.225 | 10,094 | 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 | | | | |
| Perf Based RSUs 3-16-10 | \$0 | | | | | | | 12/31/2012 | 12/31/2012 | Class A Common Stock | 5,633 | | 5,633 | 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 | |
| March 2, 2012 Employee RSU Grant | \$0 | | | | | | | 03/02/2013 | 03/02/2022 | Class A Common Stock | 3,678 | | 3,678 | 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 | | | | |
| 2009 Restricted Stock Units | \$0 | 12/11/2012 | | M | | | 1,866 ⁽¹⁾ | 12/11/2010 | 12/11/2019 | Class A Common Stock | 3,733 | \$33.535 | 1,867 | D | |
| 2008 Restricted Stock Units | \$0 | 12/12/2012 | | M | | | 1,625 ⁽¹⁾ | 12/11/2009 | 12/11/2018 | Class A Common Stock | 1,625 | \$33.65 | 0 | D | |

Explanation of Responses:

- Vested shares issued pursuant to Rule 16b-3 plan.
- Shares sold to cover taxes on RSU vesting under Rule 16b-3 Plan.

Kenneth A. Olson Under POA 12/13/2012
for George W. Ciotti

** 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.