

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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>DUGINSKI MICHAEL</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)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Exec. VP &amp; COO</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>08/01/2011</b>	
	4. If Amendment, Date of Original Filed (Month/Day/Year) <b>08/02/2011</b>	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							12,984	I	Held in 401(k) Plan	
Class A Common Stock	08/01/2011		M		10,000 <sup>(7)</sup>	A	\$9.97	31,768	D	
Class A Common Stock	08/01/2011		S		10,000 <sup>(7)</sup>	D	\$58.6475	21,768	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				
Nonstatutory Stock Option 11-23-04	\$21.58						11/23/2005	11/23/2014	Class A Common Stock	70,000		70,000	D	
Nonstatutory Stock Option 12-15-05	\$30.645						12/15/2006	12/15/2015	Class A Common Stock	50,000		50,000	D	
Nonstatutory Stock Option 12-15-06	\$32.565						12/15/2007	12/14/2016	Class A Common Stock	56,000		56,000	D	
2007 Restricted Stock Unit <sup>(1)</sup>	\$0 <sup>(2)</sup>						12/14/2008 <sup>(3)</sup>	12/13/2017 <sup>(4)</sup>	Class A Common Stock	12,039		12,039	D	
NSO 2007	\$43.61						12/14/2008	12/13/2017	Class A Common Stock	36,133		36,133	D	
2008 Restricted Stock Units <sup>(1)</sup>	\$0 <sup>(2)</sup>						12/12/2009 <sup>(3)</sup>	12/11/2018 <sup>(4)</sup>	Class A Common Stock	70,000		70,000	D	
2009 Restricted Stock Units	\$0						12/11/2010	12/11/2019	Class A Common Stock	42,919		42,919	D	
Perf Based RSUs 3-16-10 <sup>(1)</sup>	\$0 <sup>(5)</sup>						12/31/2012 <sup>(5)</sup>	12/31/2012	Class A Common Stock	18,776		18,776 <sup>(6)</sup>	D	
March 2011 Employee RSU Grant	\$0						03/02/2012	03/02/2021	Class A Common Stock	12,887		12,887	D	
Non-Statutory Stock Option 3-3-2011 - \$48.50	\$48.5						03/02/2012	03/02/2021	Class A Common Stock	14,790		14,790	D	

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(e.g., puts, calls, warrants, options, convertible securities)**

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				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Perf Based RSU 3-2-2011	\$0							12/31/2013	03/02/2021	Class A Common Stock	11,275		11,275	D	
Nonstatutory Stock Option 12-05-03	\$9.97	08/01/2011		M			10,000 <sup>(7)</sup>	12/05/2004	12/05/2013	Class A Common Stock	10,000	\$0	20,000	D	

**Explanation of Responses:**

- 1 for 1
- 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.
- Options exercised and shares sold under a 10b5-1 Plan established by filer.

**Remarks:**

This Form 4A is being filed to correct the number of derivative securities from the NSO Grant of 12-5-03 owned after the August 1, 2011 Option exercise and sale. The initial report showed 10,000 Non-Statutory Stock Options remaining when the correct number is 20,000.

Kenneth A Olson under POA for 08/08/2011  
Michael Duginski

\*\* 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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