

Wolf David D  
Form 4  
January 11, 2012

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Wolf David D

(Last) (First) (Middle)

C/O BERRY PETROLEUM COMPANY, 1999 BROADWAY, SUITE 3700

(Street)

DENVER, CO 80202

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
BERRY PETROLEUM CO [BRY]

3. Date of Earliest Transaction (Month/Day/Year)  
01/09/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
\_\_\_ Officer (give title below) \_\_\_ Other (specify below)  
Exec VP and CFO

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ Form filed by One Reporting Person  
\_\_\_ 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 Ownership (Instr. 4)
				(A) or (D)			
			Code	V	Amount		Price
Class A Common Stock					5,503	I	Held in the Company's 401(k) Plan
Class A Common Stock	01/09/2012		M		6,071 (4)	A	\$ 44.395 32,291
Class A Common Stock	01/10/2012		S		96 (6)	D	\$ 44.965 32,195
Class A Common Stock	01/10/2012		S		700 (6)	D	\$ 44.97 31,495

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Common  
Stock

Class A  
Common Stock 01/10/2012 S 200 (6) D \$ 44,993 31,295 D

Class A  
Common Stock 01/10/2012 S 100 (6) D \$ 45.0111 31,195 D

Class A  
Common Stock 01/10/2012 S 700 (6) D \$ 45.013 30,495 D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**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 control number.**

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**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 Underlying Security (Instr. 3 and 4)	
						Date Exercisable	Expiration Date	Title
						Code	V (A)	(D)
NSO	\$ 41.18					08/04/2011	08/03/2018	Class A Common Stock
2008 Restricted Stock Units <u>(1)</u>	\$ 0					12/12/2009 <sup>(2)</sup>	12/11/2018 <sup>(3)</sup>	Class A Common Stock
2009 Restricted Stock Units <u>(1)</u>	\$ 0					12/11/2010 <sup>(2)</sup>	12/11/2019 <sup>(3)</sup>	Class A Common Stock
Perf Based RSUs 3-16-10	\$ 0					12/31/2012	03/15/2020	Class A Common Stock
March 2011 Employee	\$ 0					03/02/2012	03/02/2021	Class A Common

