

BUSCH RALPH B III
Form 5
January 12, 2012

FORM 5

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

Check this box if
no longer subject
to Section 16.
Form 4 or Form
5 obligations
may continue.
See Instruction
1(b).
Form 3 Holdings
Reported
Form 4
Transactions
Reported

ANNUAL 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

OMB APPROVAL

OMB Number:	3235-0362
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1. Name and Address of Reporting Person *
BUSCH RALPH B III

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2011

_____ Director _____ 10% Owner
 _____ Officer (give title _____ Other (specify
 below) below)

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

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

DENVER, CO 80202

☒ Form Filed by One Reporting Person
☐ Form Filed by More than One Reporting Person

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Class A Common Stock	Â	Â	Â	Â	Â	Â	70,000	I	As Co-Trustee of Charitable Trust
Class A Common Stock	Â	Â	Â	Â	Â	Â	123,583	I	As Co-Trustee of Union Bank Trust

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Class A Common Stock	Â	Â	Â	Â	Â	Â	7,250	I	Shares Busch Family Foundation
Class A Common Stock	12/30/2011	Â	A	20 ⁽⁵⁾	A	\$ 0	140,468	D	Â
Class A Common Stock	12/30/2011	Â	A	94 ⁽⁵⁾	A	\$ 0	14,526	I	As Custodian for Minor Children

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

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(9-02)

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 Am Underlying Sec (Instr. 3 and 4)
					(A) (D)	Date Exercisable Expiration Date	Title
Nonstatutory Stock Options 12-2-02	\$ 8.07	Â	Â	Â	Â Â	12/02/2002 12/02/2012	Class A Common Stock
Nonstatutory Stock Options 12-2-03	\$ 9.61	Â	Â	Â	Â Â	12/02/2003 12/02/2013	Class A Common Stock
Nonstatutory Stock Options 12-2-04	\$ 21.77	Â	Â	Â	Â Â	12/02/2004 12/02/2014	Class A Common Stock
Nonstatutory Stock Option 12-15-05	\$ 30.645	Â	Â	Â	Â Â	12/15/2005 12/15/2015	Class A Common Stock

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Phantom Stock Units (1)	\$ 0 (1)	Â	Â	Â	Â	Â	08/08/1988(2)	08/08/1988(2)	Class A Common Stock
Nonstatutory Stock Option 12-15-06	\$ 32.565	Â	Â	Â	Â	Â	12/15/2006	12/14/2016	Class A Common Stock
2007 Restricted Stock Unit (1)	\$ 0	Â	Â	Â	Â	Â	01/01/2008(3)	12/13/2017(4)	Class A Common Stock
NSO 2007	\$ 43.61	Â	Â	Â	Â	Â	12/14/2007	12/13/2017	Class A Common Stock
March 2011 Director RSU	\$ 0	Â	Â	Â	Â	Â	03/02/2011	03/02/2021	Class A Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BUSCH RALPH B III C/O BERRY PETROLEUM COMPANY 1999 BROADWAY, SUITE 3700 DENVER,Â COÂ 80202	Â	Â	Â	Â

Signatures

Kenneth A Olson under POA for Ralph Busch 01/12/2012

____Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- (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) The RSU granted is 100% vested at the date of grant but the receipt of shares are subject to a deferral period which is generally at least four years from the grant date as per the deferral election.
- (4) 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.
- (5) Increase in shares from the reinvestment of dividends paid quarterly on common stock. All shares were purchased at market and were non-discretionary.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.