DUGINSKI MICHAEL
Form 4
January 09, 2013

FORM 4

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

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

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
DUGINSKI MICHAEL

(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)
01/08/2013

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 & COO

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock								16,235	I	Held in 401(k) Plan
Class A Common Stock	01/08/2013		M		14,000 (4)	A	$ 35.535	37,614	D	
Class A Common Stock	01/09/2013		M		2,408 (4)	A	$ 35.645	40,022	D	
Class A	01/09/2013		S		1,276	D	$	38,746	D	

Common Stock						35.0123			
Class A Common Stock	01/09/2013		S	100	D	$ 35.02	38,646	D	
Class A Common Stock	01/09/2013		S	626	D	$ 35.03	38,020	D	
Class A Common Stock	01/09/2013		S	74	D	$ 35.04	37,946	D	
Class A Common Stock	01/09/2013		S	400	D	$ 35.08	37,546	D	
Class A Common Stock	01/09/2013		S	100	D	$ 35.13	37,446	D	
Class A Common Stock	01/09/2013		S	600	D	$ 35.14	36,846	D	
Class A Common Stock	01/09/2013		S	800	D	$ 35.15	36,046	D	
Class A Common Stock	01/09/2013		S	27	D	$ 35.16	36,019	D	
Class A Common Stock	01/09/2013		S	111	D	$ 35.21	35,908	D	
Class A Common Stock	01/09/2013		S	100	D	$ 35.24	35,808	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.

SEC 1474 (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	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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and An Underlying Sec (Instr. 3 and 4)

	Derivative Security			or Disposed of (D) (Instr. 3, 4, and 5)				
		Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Nonstatutory Stock Option 12-05-03	$ 9.97					12/05/2004	12/05/2013	Class A Common Stock
Nonstatutory Stock Option 11-23-04	$ 21.58					11/23/2005	11/23/2014	Class A Common Stock
Nonstatutory Stock Option 12-15-05	$ 30.645					12/15/2006	12/15/2015	Class A Common Stock
Nonstatutory Stock Option 12-15-06	$ 32.565					12/15/2007	12/14/2016	Class A Common Stock
NSO 2007	$ 43.61					12/14/2008	12/13/2017	Class A Common Stock
2009 Restricted Stock Units	$ 0					12/11/2010	12/11/2019	Class A Common Stock
Perf Based RSUs 3-16-10 [1]	$ 0 [2]					12/31/2012[2]	12/31/2012	Class A Common Stock
March 2011 Employee RSU Grant	$ 0					03/02/2012	03/02/2021	Class A Common Stock
Non-Statutory Stock Option 3-2-2011 - $48.50	$ 48.5					03/02/2012	03/02/2021	Class A Common Stock
Perf Based RSU 3-2-2011	$ 0					12/31/2013	03/02/2021	Class A Common Stock
March 2, 2012 Employee RSU Grant	$ 0					03/02/2013	03/02/2022	Class A Common Stock
Non Statutory Stock Option 3-2-12	$ 53.02					03/02/2013	03/02/2022	Class A Common Stock

Perf Based RSUs 3-2-12	$ 0					12/31/2014	03/02/2022	Class A Common Stock
2008 Restricted Stock Units	$ 0	01/08/2013		M	14,000 (5)	12/12/2009	12/11/2018	Class A Common Stock
2007 Restricted Stock Unit	$ 0	01/09/2013		M	2,408 (5)	12/14/2008	12/13/2017	Class A Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DUGINSKI MICHAEL C/O BERRY PETROLEUM COMPANY 1999 BROADWAY, SUITE 3700 DENVER, CO 80202			Exec. VP & COO	

Signatures

Kenneth A Olson under POA for Michael Duginski	01/09/2013
**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) 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.

(3) 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.

(4) Issuance of shares from previous RSU grant based on meeting terms and timing of deferral election.

(5) Issuance of 20% of RSU shares pursuant to a Rule 16b-3 Plan per deferral election in place at date of grant.

Remarks:
Shares were sold to cover taxes due on RSU share issuance.