

Anderson Daniel G  
 Form 4  
 November 19, 2010

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
 Anderson Daniel G

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

3. Date of Earliest Transaction (Month/Day/Year)  
 11/19/2010

\_\_\_\_ Director  
 \_\_\_\_ Officer (give title below) \_\_\_\_\_ 10% Owner  
 \_\_\_\_ Other (specify below)  
 VP of Rocky Mtn. and Mid Conti

(Street)  
 DENVER, CO 80202

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 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)
				(A) or (D)	Price		
Class A Common Stock					1,038	I	Held in 401(k) Plan
Class A Common Stock	11/19/2010		M	7,102 A	\$ 8.95 14,181	D	
Class A Common Stock	11/19/2010		S	500 D	\$ 38 13,681	D	
Class A Common Stock	11/19/2010		S	600 D	\$ 38.005 13,081	D	

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Common Stock							
Class A Common Stock	11/19/2010	S	100	D	\$ 38.01	12,981	D
Class A Common Stock	11/19/2010	S	200	D	\$ 38.0175	12,781	D
Class A Common Stock	11/19/2010	M	200	D	\$ 38.03	12,581	D
Class A Common Stock	11/19/2010	S	600	D	\$ 38.0533	11,981	D
Class A Common Stock	11/19/2010	S	400	D	\$ 38.055	11,581	D
Class A Common Stock	11/19/2010	S	300	D	\$ 38.06	11,281	D
Class A Common Stock	11/19/2010	S	200	D	\$ 38.075	11,081	D
Class A Common Stock	11/19/2010	S	200	D	\$ 38.08	10,881	D
Class A Common Stock	11/19/2010	S	200	D	\$ 38.085	10,681	D
Class A Common Stock	11/19/2010	S	100	D	\$ 38.09	10,581	D
Class A Common Stock	11/19/2010	S	400	D	\$ 38.1049	10,181	D
Class A Common Stock	11/19/2010	S	800	D	\$ 38.1125	9,381	D
Class A Common Stock	11/19/2010	S	102	D	\$ 38.115	9,279	D
Class A Common Stock	11/19/2010	S	500	D	\$ 38.12	8,779	D

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Class A Common Stock	11/19/2010	S	400	D	\$ 38.1225	8,379	D
Class A Common Stock	11/19/2010	S	400	D	\$ 38.1275	7,979	D
Class A Common Stock	11/19/2010	S	500	D	\$ 38.15	7,479	D
Class A Common Stock	11/19/2010	S	400	D	\$ 38.17	7,079	D

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 Underlying S (Instr. 3 and	
				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 3-22-06	\$ 34.06					03/22/2009 <sup>(1)</sup>	03/22/2016	Class A Common Stock
	\$ 32.565					12/15/2007	12/14/2016	



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- (1) Non Statutory Stock Options (NSO). NSOs vest 100% 3 years from date of grant.
- (2) 1 for 1
- (3) Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock
- (4) The restricted stock units vests in four equal annual installments beginning December 15, 2007. Shares of Class A Common Stock will be delivered to the reporting person at the time of vesting.
- (5) The restricted stock units vests in four equal annual installments beginning December 15, 2007. Shares of Class A Common Stock will be delivered to the reporting person at the time of vesting.
- (6) 1 for 1
- (7) Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock
- (8) 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.
- (9) 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.
- (10) 1 for 1
- (11) Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock
- (12) 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.
- (13) 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.

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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