Form 4/A												
January 06, 20							OMB	APPROVAL				
FORM	4 UNITED S	STATES		RITIES AND EX shington, D.C. 20		E COMMISSIO		3235-028				
Check this if no longe subject to Section 16 Form 4 or	r STATEM	Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES										
Form 5 obligations may contin <i>See</i> Instruc 1(b).	Section 17(a											
(Print or Type Re	esponses)											
1. Name and Address of Reporting Person <u>*</u> BUSCH RALPH B III			Symbol	Name and Ticker or		5. Relationship of Reporting Person(s) to Issuer						
(Last)	(First) (N	liddle)		Earliest Transaction	,О [DК I]	(Check all applicable)						
C/O BERRY	PETROLEUM 1999 BROADW	,	(Month/D 12/31/20	ay/Year)		Director Officer (gi below)		0% Owner Other (specify				
(Street) DENVER, CO 80202			4. If Amendment, Date Original Filed(Month/Day/Year) 01/04/2011			 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 						
(City)		(Zip)				Person						
(City)	(State)	(Z . IP)	Tabl	e I - Non-Derivative	Securities A	Acquired, Disposed	of, or Benefic	ially Owned				
Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any	n Date, if	 3. 4. Securit TransactionAcquired Code Disposed (Instr. 8) (Instr. 3, Code V Amount 	(A) or of (D)	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)				
Class A Common Stock						139,119	D					
Class A Common Stock						70,000	I	As Co-Trustee of Charitable Trust				
Class A Common Stock						123,665	Ι	As Co-Trustee of Union Bank Trust				

Class A Common Stock					,	7,00)0	I	Bı Fa	hares usch amily ounda	7	
Class A Common Stock						12,4	132	I	fo	.s bustod or Min bildre	nor	
Reminder: Report	t on a separate	e line for each class of	F ir d	Persons wh Information required to	ho respo n contain respon	ond ined nd ur	to the colle to the colle i in this form nless the fo alid OMB co	m are orm	e not	EC 147 (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)		Code	onof Derivati	tive ties red ed			ation	7. Title and Amo Underlying Secur (Instr. 3 and 4)		
				Code V	(A)	(D)	Date Exerci	sable	Expiration 1	Date	Title	Am or Nu of S
Nonstatutory Stock Options 12-2-01	\$ 7.725						12/02/20)01	12/02/20	011	Class A Common Stock	10
Nonstatutory Stock Options 12-2-02	\$ 8.07						12/02/20)02	12/02/20	012	Class A Common Stock	10
Nonstatutory Stock Options 12-2-03	\$ 9.61						12/02/20)03	12/02/20	013	Class A Common Stock	10
Nonstatutory Stock Options 12-2-04	\$ 21.77						12/02/20)04	12/02/20	014	Class A Common Stock	10
	\$ 30.645						12/15/20)05	12/15/20	015		10

Nonstatutory Stock Option 12-15-05								Class A Common Stock	
Nonstatutory Stock Option 12-15-06	\$ 32.565					12/15/2006	12/14/2016	Class A Common Stock	10
2007 Restricted Stock Unit (1)	\$ 0					01/01/2008(2)	12/13/2017 <u>(3)</u>	Class A Common Stock	1,
NSO 2007	\$ 43.61					12/14/2007	12/13/2017	Class A Common Stock	3,
Phantom Stock Units	\$ 0 <u>(4)</u>	12/31/2010	A	Ą	456 (5)	08/08/1988	08/08/1988	Class A Common Stock	4

Reporting Owners

Reporting Owner Name / Address	Relationships							
reporting o when runne / runness	Director	10% Owner	Officer	Other				
BUSCH RALPH B III C/O BERRY PETROLEUM COMPANY 1999 BROADWAY, SUITE 3700 DENVER, CO 80202								
Signatures								
Kenneth A Olson under POA for Ralph		01/06/2011						

Ke Busch

**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 for 1 (1)

- 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 (2)four years from the 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 (3) the deferral election.
- Phantom Stock Units acquired under the Company's Non-Employee Director Deferred Compensation Plan in a transaction exempt under (4) Rule 16b-3(c). Shares of Common Stock are issued under terms of the Plan upon resignation from the board of directors.
- Phantom Stock Units acquired under the Company's Non-Employee Director Deferred Compensation Plan in a transaction exempt under (5) Rule 16b-3(c). Shares of Common Stock are issued under terms of the Plan upon resignation from the board of directors.

Remarks:

This Form 4 is being amended to correct the shares acquired at 12-31-2010 for Phantom Stock Units. Originally submitted wit

Note: File three copies of this Form, one of which must be manually signed. If space 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.