

Wolf David D
Form 4
December 05, 2011

FORM 4

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).

**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
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(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)

12/05/2011

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(A) Code (Instr. 8) | 4. Securities Acquired 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 | | | | | 5,448 | I | Held in the Company's 401(k) Plan |
| Class A Common Stock | 12/05/2011 | | S | | 15,000 | D | \$ 44 53,169 |
| Class A Common Stock | 12/05/2011 | | S | | 27,000 | D | \$ 45 26,169 |

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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(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 Amount Underlying Security (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|---|---|--------------------------------------|--|--|--|--|
| RSU 8-4-08 ⁽¹⁾ | \$ 0 | | | | | 08/04/2011 ⁽²⁾ | Class A Common Stock | 30 |
| NSO | \$ 41.18 | | | | | 08/04/2011 | Class A Common Stock | 89 |
| 2008 Restricted Stock Units ⁽¹⁾ | \$ 0 | | | | | 12/12/2009 ⁽⁴⁾ | Class A Common Stock | 66 |
| 2009 Restricted Stock Units ⁽¹⁾ | \$ 0 | | | | | 12/11/2010 ⁽⁴⁾ | Class A Common Stock | 41 |
| Perf Based RSUs 3-16-10 | \$ 0 | | | | | 12/31/2012 | Class A Common Stock | 18 |
| March 2011 Employee RSU Grant | \$ 0 | | | | | 03/02/2012 | Class A Common Stock | 12 |
| Non-Statutory Stock Option 3-3-2011 - \$48.50 | \$ 48.5 | | | | | 03/02/2012 | Class A Common Stock | 14 |
| Perf Based RSU 3-2-2011 | \$ 0 | | | | | 12/31/2013 | Class A Common Stock | 10 |

Signatures

12/05/2011

Date _____

Explanation of Responses:

- (4) 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.

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.