

BUSCH RALPH B III

Form 4

December 27, 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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2005  
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burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**BUSCH RALPH B III**

(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)

**12/27/2011**

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)

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								70,000	I	As Co-Trustee of Charitable Trust
Class A Common Stock								123,583	I	As Co-Trustee of Union Bank Trust Shares
Class A Common	12/27/2011		A <sup>(5)</sup>	V	1,000	A	\$ 0	7,250	I	Busch Family

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Stock										Foundation
Class A Common Stock	12/27/2011		A <sup>(6)</sup>	V	1,000	A	\$ 0	14,432	I	As Custodian for Minor Children
Class A Common Stock	12/27/2011		G <sup>(7)</sup>	V	1,000	D	\$ 0	141,185	D	
Class A Common Stock	12/27/2011		G <sup>(8)</sup>	V	1,000	D	\$ 0	140,185	D	

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

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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 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)	Amount or Number of Shares
Nonstatutory Stock Options 12-2-02	\$ 8.07					12/02/2002	Class A Common Stock	10,000
Nonstatutory Stock Options 12-2-03	\$ 9.61					12/02/2003	Class A Common Stock	10,000
Nonstatutory Stock Options 12-2-04	\$ 21.77					12/02/2004	Class A Common Stock	10,000
	\$ 30.645					12/15/2005		10,000

Nonstatutory Stock Option 12-15-05					Class A Common Stock	
Phantom Stock Units <u>(1)</u>	\$ 0 <u>(1)</u>	08/08/1988 <sup>(2)</sup>	08/08/1988 <sup>(2)</sup>		Class A Common Stock	44,2
Nonstatutory Stock Option 12-15-06	\$ 32.565	12/15/2006	12/14/2016		Class A Common Stock	10,0
2007 Restricted Stock Unit <u>(1)</u>	\$ 0	01/01/2008 <sup>(3)</sup>	12/13/2017 <sup>(4)</sup>		Class A Common Stock	1,3
NSO 2007	\$ 43.61	12/14/2007	12/13/2017		Class A Common Stock	3,9
March 2011 Director RSU	\$ 0	03/02/2011	03/02/2021		Class A Common Stock	2,4

## 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, CO 80202				

## Signatures

Kenneth A Olson under POA for Ralph Busch 12/27/2011

                    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) Shares gifted from filer to Busch Family Foundation

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- (6) Shares gifted by filer to minor children
- (7) Shares gifted to children of filer
- (8) Shares gifted to Busch Family Foundation

### Remarks:

Voluntary reporting of gifting of shares by Mr. Busch within Form 4 direct and indirect ownership reporting guidelines. Net cl

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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