

Ayers William B
Form 4
January 09, 2013

FORM 4

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

OMB APPROVAL

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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 *
Ayers William B

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)

3. Date of Earliest Transaction (Month/Day/Year)
01/08/2013

____ Director
____ Officer (give title below) _____ Other (specify below)
VP of Human Resources

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

(Street)

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

DENVER, CO 80202

(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 Ownership (Instr. 4)
				Code	V Amount or Price			
Class A Common Stock	01/08/2013		M		12,333 (1)	A \$ 35.535	17,400	D
Class A Common Stock	01/09/2013		S		560 (3)	D \$ 35.2182	16,840	D
Class A Common Stock	01/09/2013		S		126 (3)	D \$ 35.22	16,714	D
Class A Common Stock	01/09/2013		S		26 (3)	D \$ 35.23	16,688	D

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Common Stock							
Class A Common Stock	01/09/2013	S	700 ⁽³⁾	D	\$ 35.26	15,988	D
Class A Common Stock	01/09/2013	S	100 ⁽³⁾	D	\$ 35.27	15,888	D
Class A Common Stock	01/09/2013	S	400 ⁽³⁾	D	\$ 35.3	15,488	D
Class A Common Stock	01/09/2013	S	400 ⁽³⁾	D	\$ 32.32	15,088	D
Class A Common Stock	01/09/2013	S	300 ⁽³⁾	D	\$ 35.33	14,788	D
Class A Common Stock	01/09/2013	S	300 ⁽³⁾	D	\$ 35.35	14,488	D
Class A Common Stock	01/09/2013	S	300 ⁽³⁾	D	\$ 35.37	14,188	D
Class A Common Stock	01/09/2013	S	400 ⁽³⁾	D	\$ 35.38	13,788	D
Class A Common Stock	01/09/2013	S	100 ⁽³⁾	D	\$ 35.4	13,688	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 Amount of Underlying Security (Instr. 3 and 4)
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			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am or Num of S
Non-Statutory Stock Option 5-18-06	\$ 31.615						05/18/2007	05/17/2016	Class A Common Stock	10
Nonstatutory Stock Option 12-15-06	\$ 32.565						12/15/2007	12/14/2016	Class A Common Stock	5,
NSO 2007	\$ 43.61						12/14/2008	12/13/2017	Class A Common Stock	6,
2009 Restricted Stock Units	\$ 0						12/11/2010	12/11/2019	Class A Common Stock	7,
Perf Based RSUs 3-16-10	\$ 0						12/31/2012	12/31/2012	Class A Common Stock	3,
March 2011 Employee RSU Grant	\$ 0						03/02/2012	03/02/2021	Class A Common Stock	3,
Non-Statutory Stock Option 3-2-2011 - \$48.50	\$ 48.5						03/02/2014	03/02/2021	Class A Common Stock	2,
2008 Restricted Stock Units	\$ 0	01/08/2013	M			12,333 ⁽²⁾	12/12/2009	12/11/2018	Class A Common Stock	12

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ayers William B C/O BERRY PETROLEUM COMPANY 1999 BROADWAY, SUITE 3700 DENVER, CO 80202			VP of Human Resources	

Signatures

Kenneth A. Olson under POA for W. B. Ayers
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) Issuance of shares from previous RSU grant based on meeting terms and timing of deferral election.
- (2) Issuance of 100% of RSU shares pursuant to a Rule 16b-3 Plan per deferral election in place at date of grant .
- (3) Shares sold to cover tax liability of issuance of deferred RSU shares.

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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