

O'Connor Davis O
 Form 4
 March 06, 2013

FORM 4

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

OMB APPROVAL

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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 *
 O'Connor Davis O

(Last) (First) (Middle)
 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)
 03/04/2013

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)
 VP General Counsel Secretary

6. Individual or Joint/Group Filing(Check Applicable Line)
 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	03/04/2013		M		1,289 <u>(1)</u> A \$ 45.8	2,123	D
Class A Common Stock	03/04/2013		M		1,591 <u>(1)</u> A \$ 45.8	3,714	D
Class A Common Stock	03/04/2013		S		111 D \$ 45.621	3,603	D
Class A Common	03/04/2013		S		200 D \$ 45.651	3,403	D

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Stock							
Class A Common Stock	03/04/2013	S	100	D	\$ 45.656	3,303	D
Class A Common Stock	03/04/2013	S	100	D	\$ 45.657	3,203	D
Class A Common Stock	03/04/2013	S	200	D	\$ 45.66	3,003	D
Class A Common Stock	03/04/2013	S	100	D	\$ 45.664	2,903	D
Class A Common Stock	03/04/2013	S	120	D	\$ 45.68	2,783	D

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

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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 Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Restricted Stock Unit	\$ 0					10/15/2013	10/15/2020	Class A Common Stock
Non-Statutory Stock Option 3-2-2011 - \$48.50	\$ 48.5					03/02/2012	03/02/2021	Class A Common Stock
Perf Based RSU 3-2-2011	\$ 0					12/31/2013	03/02/2021	Class A Common Stock
	\$ 53.02					03/02/2013	03/02/2022	

Reporting Owner Name / Address	Relationships	Director	10% Owner	Officer	Other
Non Statutory Stock Option 3-2-12					Class A Common Stock
Perf Based RSUs 3-2-12	\$ 0				12/31/2014 03/02/2022 Class A Common Stock
March 4, 2013 Employee RSU Grant ⁽²⁾	\$ 0 ⁽³⁾	03/04/2013		M	19,544 ⁽⁴⁾ 03/04/2014 03/04/2023 Class A Common Stock
March 2, 2012 Employee RSU Grant	\$ 0	03/04/2013		M	1,289 ⁽¹⁾ 03/02/2013 03/02/2022 Class A Common Stock
March 2011 Employee RSU Grant	\$ 0	03/04/2013		M	1,591 ⁽¹⁾ 03/02/2012 03/02/2021 Class A Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
O'Connor Davis O 1999 BROADWAY, SUITE 3700 DENVER, CO 80202	VP General Counsel Secretary

Signatures

Kenneth A. Olson under POA for Davis
O'Connor 03/06/2013
 __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) Vested shares issued pursuant to Rule 16b-3 plan.
- (2) 1 for 1
- (3) Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock
- (4) Grant of Restricted Stock Unit (RSU) under the Company's 2010 Equity Incentive Plan in a transaction exempt under Rule 16b-3(c).
RSUs vest 25% per year from date of grant.

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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