

Wolf David D  
Form 4  
March 19, 2012

**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 \*  
Wolf David D

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)

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below)  
\_\_\_\_ 10% Owner  
\_\_\_\_ Other (specify below)  
Exec VP and CFO

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)  
\_X\_ 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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Class A Common Stock	03/16/2012		S	4,275	D	\$ 51.5	26,220 D
Class A Common Stock	03/16/2012		S	5,663	D	\$ 51.54	0 I Held in the Company's 401(k) Plan
Class A Common Stock	03/16/2012		S	10,753	D	\$ 51.54	15,467 D
Class A Common Stock	03/16/2012		S	13,434	D	\$ 51.5	2,033 D

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Common  
Stock

Class A

Common Stock 03/16/2012 S 2,033 D \$ 51.5 0 D

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 of Underlying Security (Instr. 3 and 4)
RSU 8-4-08 <sup>(1)</sup>	\$ 0					08/04/2011 <sup>(2)</sup> 08/03/2018 <sup>(3)</sup>	Class A Common Stock 24
NSO	\$ 41.18					08/04/2011 08/03/2018	Class A Common Stock 89
2008 Restricted Stock Units <sup>(1)</sup>	\$ 0					12/12/2009 <sup>(4)</sup> 12/11/2018 <sup>(3)</sup>	Class A Common Stock 66
2009 Restricted Stock Units <sup>(1)</sup>	\$ 0					12/11/2010 <sup>(4)</sup> 12/11/2019 <sup>(3)</sup>	Class A Common Stock 41
Perf Based RSUs 3-16-10	\$ 0					12/31/2012 03/15/2020	Class A Common Stock 18
March 2011 Employee RSU Grant	\$ 0					03/02/2012 03/02/2021	Class A Common Stock 12

