

Wolf David D
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 *
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)
01/08/2013

____ Director _____ 10% Owner
____ Officer (give title below) _____ 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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Class A Common Stock					9	I	Held in the Company's 401(k) Plan
Class A Common Stock	01/08/2013		M		13,333 (4) \$ 35.535	D	
Class A Common Stock	01/09/2013		M		6,071 (4) \$ 35.645	D	
Class A Common Stock	01/09/2013		S		535 \$ 35	D	

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Common Stock							
Class A Common Stock	01/09/2013	S	900	D	\$ 35.02	17,969	D
Class A Common Stock	01/09/2013	S	400	D	\$ 35.03	17,569	D
Class A Common Stock	01/09/2013	S	226	D	\$ 35.04	17,343	D
Class A Common Stock	01/09/2013	S	600	D	\$ 35.11	16,743	D
Class A Common Stock	01/09/2013	S	626	D	\$ 35.12	16,117	D
Class A Common Stock	01/09/2013	S	626	D	\$ 35.17	15,491	D
Class A Common Stock	01/09/2013	S	100	D	\$ 35.19	15,391	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 Underlying (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
NSO	\$ 41.18					08/04/2011 08/03/2018	Class A Common Stock

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2009 Restricted Stock Units ⁽¹⁾	\$ 0					12/11/2010 ⁽²⁾	12/11/2019 ⁽³⁾	Class A Common Stock
Perf Based RSUs 3-16-10	\$ 0					12/31/2012	03/15/2020	Class A Common Stock
March 2011 Employee RSU Grant	\$ 0					03/02/2012	03/02/2021	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
March 2, 2012 Employee RSU Grant	\$ 0					03/02/2013	03/02/2022	Class A Common Stock
Non Statutory Stock Option 3-2-12	\$ 53.02					03/02/2013	03/02/2022	Class A Common Stock
Perf Based RSUs 3-2-12	\$ 0					12/31/2014	03/02/2022	Class A Common Stock
2008 Restricted Stock Units	\$ 0	01/08/2013		M	13,333 ⁽⁵⁾	12/12/2009	12/11/2018	Class A Common Stock
RSU 8-4-08	\$ 0	01/09/2013		M	6,071 ⁽⁵⁾	08/04/2011	08/03/2018	Class A Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wolf David D C/O BERRY PETROLEUM COMPANY 1999 BROADWAY, SUITE 3700 DENVER, CO 80202			Exec VP and CFO	

Signatures

Kenneth A. Olson under POA for David D.
Wolf

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) 1 for 1
 - (2) 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.
 - (3) 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.
 - (4) Issuance of shares from previous RSU grant based on meeting terms and timing of deferral election.
 - (5) Issuance of 20% of RSU shares pursuant to a Rule 16b-3 Plan per deferral election in place at date of grant.

Remarks:

Shares sold were to cover taxes due from RSU shares issuance.

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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