

Wolf David D
Form 4
March 06, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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

(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)
03/02/2012

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)
Exec VP and CFO

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)
Class A Common Stock				(A) or (D)	30,495	D	
Class A Common Stock				(A) or (D)	5,663	I	Held in the Company's 401(k) Plan

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

SEC 1474 (9-02)

number.

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
RSU 8-4-08 ⁽¹⁾	\$ 0							08/04/2011 ⁽²⁾	08/03/2018 ⁽³⁾	Class A Common Stock
NSO	\$ 41.18							08/04/2011	08/03/2018	Class A Common Stock
2008 Restricted Stock Units ⁽¹⁾	\$ 0							12/12/2009 ⁽⁴⁾	12/11/2018 ⁽³⁾	Class A Common Stock
2009 Restricted Stock Units ⁽¹⁾	\$ 0							12/11/2010 ⁽⁴⁾	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 ⁽¹⁾	\$ 0 ⁽⁵⁾	03/02/2012		A		11,317 ⁽⁶⁾		03/02/2013 ⁽³⁾	03/02/2022	Class A Common Stock
Non Statutory Stock Option 3-2-12 ⁽¹⁾	\$ 53.02	03/02/2012		A		13,358 ⁽⁷⁾		03/02/2013	03/02/2022	Class A Common Stock

