

Ciotti George W
 Form 4
 March 06, 2012

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 *
 Ciotti George W

(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)
 03/02/2012

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)

VP of Rocky Mtn Prod

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 Ownership (Instr. 4)
				(A) or (D) Price			
Class A Common Stock					7,702	D	
Class A Common Stock					2,598	I	Held in 401(k) account

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

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SEC 1474 (9-02)

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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 Amount of Underlying Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
2008 Restricted Stock Units ⁽¹⁾	\$ 0					12/11/2009 ⁽²⁾	12/11/2018	Class A Common Stock	1
2009 Restricted Stock Units ⁽¹⁾	\$ 0					12/11/2010 ⁽²⁾	12/11/2019	Class A Common Stock	3
Perf Based RSUs 3-16-10	\$ 0					12/31/2012	12/31/2012	Class A Common Stock	5
March 2011 Employee RSU Grant	\$ 0					03/02/2012	03/02/2021	Class A Common Stock	4
Non-Statutory Stock Option 3-2-2011 - \$48.50	\$ 48.5					03/02/2012	03/02/2021	Class A Common Stock	4
Perf Based RSU 3-2-2011	\$ 0					12/31/2013	03/02/2021	Class A Common Stock	3
March 2, 2012 Employee RSU Grant ⁽¹⁾	\$ 0 ⁽³⁾	03/02/2012		A	3,678 ⁽⁴⁾	03/02/2013	03/02/2022	Class A Common Stock	3
Non Statutory Stock Option 3-2-12 ⁽¹⁾	\$ 53.02	03/02/2012		A	4,342 ⁽⁵⁾	03/02/2013	03/02/2022	Class A Common Stock	4
Perf Based RSUs 3-2-12 ⁽¹⁾	\$ 0 ⁽⁶⁾	03/02/2012		A	3,218 ⁽⁷⁾	12/31/2014	03/02/2022	Class A Common Stock	3

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ciotti George W 1999 BROADWAY, SUITE 3700 DENVER, CO 80202			VP of Rocky Mtn Prod	

Signatures

Kenneth A. Olson Under POA for George W. Ciotti	03/06/2012
<u> </u> **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) Restricted Stock Units vest 25% per year from date of grant.
- (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.
- (5) Grant of Nonstatutory Stock Option (NSO) under the Company's 2010 Equity Incentive Plan in a transaction exempt under Rule 16b-3(c). Shares vest 25% per year from date of grant.
- (6) Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock if certain pre-established performance factors are met.
- (7) Per the Agreement this is the maximum number of performance based RSUs that may be received if all performance factors are achieved.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.