

JAMIESON THOMAS J
 Form 4/A
 March 05, 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 *
JAMIESON THOMAS J

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)
C/O BERRY PETROLEUM COMPANY, 1999 BROADWAY, SUITE 3700

3. Date of Earliest Transaction (Month/Day/Year)
03/02/2012

____ Director
 ____ Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
03/02/2012

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

DENVER, CA 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 Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Class A Common Stock					33,800	I	Owned by corporation
Class A Common Stock					88,000	D	
Class A Common Stock					25,000	I	Owned by partnership
Class A					138,062	I	Owned by

Common
Stock

Trust

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

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SEC 1474
(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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Nonstatutory Stock Options 12-2-04	\$ 21.77					12/02/2004 12/02/2014	Class A Common Stock
Nonstatutory Stock Option 12-15-05	\$ 30.645					12/15/2005 12/15/2015	Class A Common Stock
Phantom Stock Units <u>(1)</u>	\$ 0 <u>(1)</u>					08/08/1988 ⁽²⁾ 08/08/1988 ⁽²⁾	Class A Common Stock
Nonstatutory Stock Option 12-15-06	\$ 32.565					12/15/2006 12/14/2016	Class A Common Stock
2007 Restricted Stock Unit <u>(1)</u>	\$ 0 <u>(3)</u>					01/01/2008 ⁽⁴⁾ 12/13/2017	Class A Common Stock
NSO 2007	\$ 43.61					12/14/2007 12/13/2017	Class A Common Stock
March 2011 Director RSU <u>(1)</u>	\$ 0 <u>(3)</u>					03/02/2011 ⁽⁴⁾ 03/02/2021	Class A Common Stock
	\$ 0 <u>(3)</u>	03/02/2012		A		03/02/2012 ⁽⁵⁾ 03/02/2022	

March 2
2012
Director RSU
Grant (1)

2,231
(5)

Class A
Common
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JAMIESON THOMAS J C/O BERRY PETROLEUM COMPANY 1999 BROADWAY, SUITE 3700 DENVER, CA 80202				

Signatures

Kenneth A Olson under POA for Thomas
Jamieson

03/05/2012

 **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) Phantom Stock Units acquired under the Company's Non-Employee Director Deferred Compensation Plan in a transaction exempt under Rule 16b-3(c). Shares of Common Stock are issued under terms of the Plan upon resignation from the board of directors.
- (3) Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock
- (4) 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.
- (5) Grant of Restricted Stock Unit (RSU) under the Company's 2005 Equity Incentive Plan in a transaction exempt under Rule 16b-3(c). RSUs are 100% vested on date of grant but are subject to an individual deferral election on behalf of the Director.

Remarks:

This Amended Form 4 is being filed to correct the quantity of the March 2, 2012 Director RSU grant to reduce the grant from

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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