

O'Connor Davis O
 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 *
 O'Connor Davis O

(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 General Counsel Secretary

6. Individual or Joint/Group Filing(Check Applicable Line)
 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Class A Common Stock | 03/02/2012 | | M | 1,288 | A \$ 53.02 | 1,288 | D |
| Class A Common Stock | 03/05/2012 | | S | 454 ⁽⁷⁾ | D \$ 53.225 | 834 | D |

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 Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title |
| Restricted Stock Unit | \$ 0 | | | | | 10/15/2013 10/15/2020 | 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 ⁽²⁾ | 03/02/2012 | | A | 6,366 ⁽³⁾ | 03/02/2013 03/02/2022 | Class A Common Stock |
| Non Statutory Stock Option 3-2-12 ⁽¹⁾ | \$ 53.02 | 03/02/2012 | | A | 7,514 ⁽⁴⁾ | 03/02/2013 03/02/2022 | Class A Common Stock |
| Perf Based RSUs 3-2-12 ⁽¹⁾ | \$ 0 ⁽⁵⁾ | 03/02/2012 | | A | 5,569 ⁽⁶⁾ | 12/31/2014 03/02/2022 | Class A Common Stock |
| March 2011 Employee RSU Grant ⁽¹⁾ | \$ 0 | 03/02/2012 | | M | 1,288 | 03/02/2012 03/02/2021 | Class A Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| O'Connor Davis O 1999 BROADWAY, SUITE 3700 DENVER, CO 80202 | | | VP General Counsel Secretary | |

Signatures

Kenneth A. Olson under POA for Davis
O'Connor

03/06/2012

__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) Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock
- (3) 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.
- (4) 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.
- (5) 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.
- (6) Per the Agreement this is the maximum number of performance based RSUs that may be received if all performance factors are achieved.
- (7) Shares sold to cover taxes on RSU vesting under Rule 16b-3 Plan.

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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