

Wolf David D
Form 4
October 03, 2011

FORM 4

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

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

OMB APPROVAL

OMB
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(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)

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

3. Date of Earliest Transaction

(Month/Day/Year)

09/30/2011

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

Exec VP and CFO

(Street)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)

☒ 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 Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock	09/30/2011		J	952 ⁽⁵⁾ A \$ 0	5,448	I	Held in the Company's 401(k) Plan
Class A Common Stock	09/30/2011		A	350 ⁽⁶⁾ A \$ 0	68,169	D	

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 Amount Underlying Security (Instr. 3 and 4)	Amount or Number of S
RSU 8-4-08 ⁽¹⁾	\$ 0					08/04/2011 ⁽²⁾ 08/03/2018 ⁽³⁾	Class A Common Stock	30
NSO	\$ 41.18					08/04/2011 08/03/2018	Class A Common Stock	89
2008 Restricted Stock Units ⁽¹⁾	\$ 0					12/12/2009 ⁽⁴⁾ 12/11/2018 ⁽³⁾	Class A Common Stock	66
2009 Restricted Stock Units ⁽¹⁾	\$ 0					12/11/2010 ⁽⁴⁾ 12/11/2019 ⁽³⁾	Class A Common Stock	41
Perf Based RSUs 3-16-10	\$ 0					12/31/2012 03/15/2020	Class A Common Stock	18
March 2011 Employee RSU Grant	\$ 0					03/02/2012 03/02/2021	Class A Common Stock	12
Non-Statutory Stock Option 3-3-2011 - \$48.50	\$ 48.5					03/02/2012 03/02/2021	Class A Common Stock	14
Perf Based RSU 3-2-2011	\$ 0					12/31/2013 03/02/2021	Class A Common Stock	10

Signatures

10/03/2011

Date _____

Explanation of Responses:

- 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.