

Canaday Shawn Michael
 Form 4
 January 10, 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 *
 Canaday Shawn Michael

(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)
 01/09/2012

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 and Treasurer

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					1,396	I	Held in the Company's 401(k) Plan
Class A Common Stock	01/09/2012		M	2,351 (5) A	\$ 44.395 5,554	D	
Class A Common Stock	01/10/2012		S	196 (7) D	\$ 44.895 5,358	D	
Class A Common Stock	01/10/2012		S	200 (7) D	\$ 5,158	D	

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Common Stock					44.913		
Class A Common Stock	01/10/2012		S	300 ⁽⁷⁾	D	\$ 44,932	4,858 D

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

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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 (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)
Nonstatutory Stock Option 12-05-03	\$ 9.97					Date Exercisable: 12/05/2004 Expiration Date: 12/05/2013	Class A Common Stock
Nonstatutory Stock Option 12-15-05	\$ 30.645					Date Exercisable: 12/15/2006 Expiration Date: 12/15/2015	Class A Common Stock
Nonstatutory Stock Option 11-23-04	\$ 21.58					Date Exercisable: 11/23/2005 Expiration Date: 11/23/2014	Class A Common Stock
Nonstatutory Stock Option 12-15-06	\$ 32.565					Date Exercisable: 12/15/2007 Expiration Date: 12/14/2016	Class A Common Stock
NSO 2007	\$ 43.61					Date Exercisable: 12/14/2008 Expiration Date: 12/13/2017	Class A Common Stock
2008 Restricted Stock Units ⁽¹⁾	\$ 0 ⁽²⁾					Date Exercisable: 12/12/2009 ⁽³⁾ Expiration Date: 12/11/2018 ⁽⁴⁾	Class A Common Stock
2009 Restricted	\$ 0					Date Exercisable: 12/11/2010 Expiration Date: 12/11/2019	Class A Common

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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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