

Ciotti George W
 Form 4
 December 13, 2012

FORM 4

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

OMB APPROVAL

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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

(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)
 12/11/2012

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)
 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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Class A Common Stock					5,674	I	Held in 401(k) account
Class A Common Stock	12/11/2012		M	1,866 (1) A \$ 33.535	9,568	D	
Class A Common Stock	12/12/2012		M	1,625 (1) A \$ 33.65	11,193	D	
Class A Common	12/12/2012		S	583 D \$ 33.654	10,610	D	

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Stock

Class A

Common 12/13/2012 S 116 ⁽²⁾ D \$ 33.21 10,494 D

Stock

Class A

Common 12/13/2012 S 400 ⁽²⁾ D \$ 33.225 10,094 D

Stock

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

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

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Non Statutory Stock Option 3-2-12								Class A Common Stock	
Perf Based RSUs 3-2-12	\$ 0					12/31/2014	03/02/2022	Class A Common Stock	3,2
2009 Restricted Stock Units	\$ 0	12/11/2012		M	1,866 (1)	12/11/2010	12/11/2019	Class A Common Stock	3,7
2008 Restricted Stock Units	\$ 0	12/12/2012		M	1,625 (1)	12/11/2009	12/11/2018	Class A Common Stock	1,6

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 12/13/2012

__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) Vested shares issued pursuant to Rule 16b-3 plan.
- (2) 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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