

Ciotti George W
Form 4
December 07, 2010

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

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)
1999 BROADWAY, SUITE 3700

3. Date of Earliest Transaction
(Month/Day/Year)
12/03/2010

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

VP of Corp Development

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price | | |
| Class A Common Stock | 12/03/2010 | | M | | 2,429 (5) \$ 40.045 | D | |
| Class A Common Stock | 12/03/2010 | | J | | 793 (6) \$ 0 | I | Held in 401(k) account |
| Class A Common Stock | 12/03/2010 | | S | | 764 (8) \$ 40.045 | D | |

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 (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 Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|----------------------------|
| 2008 Restricted Stock Units ⁽¹⁾ | \$ 0 | | | | | 12/11/2009 ⁽²⁾ 12/11/2018 | Class A Common Stock | 4,875 |
| 2009 Restricted Stock Units ⁽³⁾ | \$ 0 | | | | | 12/11/2010 ⁽⁴⁾ 12/11/2019 | Class A Common Stock | 7,465 |
| Perf Based RSUs 3-16-10 | \$ 0 | | | | | 12/31/2012 12/31/2012 | Class A Common Stock | 5,633 |
| 12-3-2007 RSU | \$ 0 | 12/03/2010 | | M | 2,429 ⁽⁷⁾ | 12/03/2010 12/03/2017 | Class A Common Stock | 2,429 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Ciotti George W 1999 BROADWAY, SUITE 3700 DENVER, CO 80202 | | | VP of Corp Development | |

Signatures

Kenneth A. Olson Under POA for George W. Ciotti 12/07/2010

__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) Restricted Stock Units vest 25% per year from date of grant.
- (3) 1 for 1
- (4) Restricted Stock Units vest 25% per year from date of grant.
- (5) Vested shares issued pursuant to Rule 16b-3 plan.
- (6) Shares of Common Stock acquired by the reporting person in the Company's 401(k) Plan. All transactions were at market and were non-discretionary.
- (7) Vested shares issued pursuant to Rule 16b-3 plan.
- (8) 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.

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.