

BUSCH RALPH B III  
 Form 4  
 November 15, 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 \*  
**BUSCH RALPH B III**

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)  
**11/15/2012**

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

(Street)  
**DENVER, CO 80202**

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

(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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Class A Common Stock					70,000	I	As Co-Trustee of Charitable Trust
Class A Common Stock					123,500	I	As Co-Trustee of Union Bank Trust Shares
					6,500	I	

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Class A Common Stock								Busch Family Foundation
Class A Common Stock						26,824	I	As Custodian for Minor Children
Class A Common Stock	11/15/2012	M	<u>10,000</u> (5)	A	\$ 8.07	139,452	D	
Class A Common Stock	11/15/2012	S	800	D	\$ 30.8188	138,652	D	
Class A Common Stock	11/15/2012	S	700	D	\$ 30.84	137,952	D	
Class A Common Stock	11/15/2012	S	923	D	\$ 30.8433	137,029	D	
Class A Common Stock	11/15/2012	S	200	D	\$ 30.845	136,829	D	
Class A Common Stock	11/15/2012	S	600	D	\$ 30.85	136,229	D	
Class A Common Stock	11/15/2012	S	100	D	\$ 30.855	136,129	D	
Class A Common Stock	11/15/2012	S	300	D	\$ 30.86	135,829	D	
Class A Common Stock	11/15/2012	S	400	D	\$ 30.87	135,429	D	
Class A Common Stock	11/15/2012	S	300	D	\$ 30.875	135,129	D	
Class A Common Stock	11/15/2012	S	400	D	\$ 30.88	134,729	D	
Class A Common Stock	11/15/2012	S	100	D	\$ 30.885	134,629	D	

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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 number.**

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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
Nonstatutory Stock Options 12-2-03	\$ 9.61					12/02/2003	12/02/2013	Class A Common Stock
Nonstatutory Stock Options 12-2-04	\$ 21.77					12/02/2004	12/02/2014	Class A Common Stock
Nonstatutory Stock Option 12-15-05	\$ 30.645					12/15/2005	12/15/2015	Class A Common Stock
Phantom Stock Units <u>(1)</u>	\$ 0 <u>(1)</u>					08/08/1988 <sup>(2)</sup>	08/08/1988 <sup>(2)</sup>	Class A Common Stock
Nonstatutory Stock Option 12-15-06	\$ 32.565					12/15/2006	12/14/2016	Class A Common Stock
2007 Restricted Stock Unit <u>(1)</u>	\$ 0 <u>(3)</u>					01/01/2008 <sup>(4)</sup>	12/13/2017	Class A Common Stock
NSO 2007	\$ 43.61					12/14/2007	12/13/2017	Class A Common Stock
March 2011 Director RSU <u>(1)</u>	\$ 0 <u>(3)</u>					03/02/2011 <sup>(4)</sup>	03/02/2021	Class A Common Stock
	\$ 0					03/02/2012	03/02/2022	

