

Wolf David D
Form 4
January 11, 2013

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 *
Wolf David D

(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)
01/10/2013

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)
Exec VP and CFO

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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)	
			Code	V	Amount	(D)	Price	
Class A Common Stock					9	I	Held in the Company's 401(k) Plan	
Class A Common Stock	01/10/2013		S	300	D	\$ 35.36	15,091	D
Class A Common Stock	01/10/2013		S	200	D	\$ 35.39	14,891	D
Class A Common Stock	01/10/2013		S	362	D	\$ 35.4	14,529	D

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Common Stock								
Class A Common Stock	01/10/2013	S	154	D	\$ 35.42	14,375	D	
Class A Common Stock	01/10/2013	S	700	D	\$ 35.43	13,675	D	
Class A Common Stock	01/10/2013	S	100	D	\$ 35.54	13,575	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 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	Am or Num of S
RSU 8-4-08 ⁽¹⁾	\$ 0					08/04/2011 ⁽²⁾ 08/03/2018 ⁽³⁾	Class A Common Stock	18
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	53
2009 Restricted Stock Units ⁽¹⁾	\$ 0					12/11/2010 ⁽⁴⁾ 12/11/2019 ⁽³⁾	Class A Common Stock	41

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- (4) The RSU granted vest 25% per year beginning one year after grant but the receipt of shares are subject to a deferral period which is generally at least four years from grant date as per the deferral election.

Remarks:

All shares sold were to cover the tax obligation from the previous days restricted stock unit share issuance.

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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