

Wolf David D
 Form 4
 October 03, 2011

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 *
 Wolf David D

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)

3. Date of Earliest Transaction (Month/Day/Year)
 09/30/2011

____ Director _____ 10% Owner
 ____ Officer (give title below) ____ Other (specify below)
 Exec VP and CFO

C/O BERRY PETROLEUM COMPANY, 1999 BROADWAY, SUITE 3700

(Street)

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

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 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 (A) or (D) Price | | | |
| Class A Common Stock | 09/30/2011 | | J | 952 ⁽⁵⁾ A \$ 0 | 5,448 | I | Held in the Company's 401(k) Plan |
| Class A Common Stock | 09/30/2011 | | A | 350 ⁽⁶⁾ A \$ 0 | 68,169 | D | |

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

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SEC 1474 (9-02)

number.

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 S |
| RSU 8-4-08 ⁽¹⁾ | \$ 0 | | | | | 08/04/2011 ⁽²⁾ | 08/03/2018 ⁽³⁾ | Class A Common Stock | 30 |
| 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 | 66 |
| 2009 Restricted Stock Units ⁽¹⁾ | \$ 0 | | | | | 12/11/2010 ⁽⁴⁾ | 12/11/2019 ⁽³⁾ | Class A Common Stock | 41 |
| Perf Based RSUs 3-16-10 | \$ 0 | | | | | 12/31/2012 | 03/15/2020 | Class A Common Stock | 18 |
| March 2011 Employee RSU Grant | \$ 0 | | | | | 03/02/2012 | 03/02/2021 | Class A Common Stock | 12 |
| Non-Statutory Stock Option 3-3-2011 - \$48.50 | \$ 48.5 | | | | | 03/02/2012 | 03/02/2021 | Class A Common Stock | 14 |
| Perf Based RSU 3-2-2011 | \$ 0 | | | | | 12/31/2013 | 03/02/2021 | Class A Common Stock | 10 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| Wolf David D C/O BERRY PETROLEUM COMPANY 1999 BROADWAY, SUITE 3700 DENVER, CO 80202 | | | Exec VP and CFO | |

Signatures

| | |
|---|---------------------|
| Kenneth A. Olson under POA for David D. Wolf | 10/03/2011 |
| <small>**Signature of Reporting Person</small> | <small>Date</small> |

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 100% 3 years after date of grant but are subject to a deferral election.
- (3) The RSU is subject to a deferral election. Shares of Class A Common Stock will be delivered to the reporting person as per the terms of the deferral election.
- (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.
- (5) 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.
- (6) Increase in shares from the reinvestment of dividends paid quarterly on common stock. All shares were purchased at market and were non-discretionary.

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.