

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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**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 Beneficial Ownership (Instr. 4)
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 <sup>(2)</sup> D \$ 33.21 10,494 D

Stock

Class A

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

Stock

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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(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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
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

