

Anderson Daniel G  
Form 4  
September 07, 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 \*  
Anderson Daniel G

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  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
09/07/2011

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below) \_\_\_\_\_ 10% Owner  
\_\_\_\_ Other (specify below)  
VP of Rocky Mtn. and Mid Conti

DENVER, CO 80202

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

(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)
Class A Common Stock				(A)	1,119	I	Held in 401(k) Plan
Class A Common Stock	09/07/2011		M	20,000 A	\$ 30.645 28,287	D	
Class A Common Stock	09/07/2011		M	2,956 A	\$ 32.565 31,243	D	
Class A Common Stock	09/07/2011		S	22,956 D	\$ 8,287	D	

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Common  
Stock

46.9408

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 Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Nonstatutory Stock Option 3-22-06	\$ 34.06					03/22/2009 <sup>(1)</sup> 03/22/2016	Class A Common Stock
2007 Restricted Stock Unit <sup>(2)</sup>	\$ 0 <sup>(3)</sup>					12/14/2008 <sup>(4)</sup> 12/13/2017 <sup>(5)</sup>	Class A Common Stock
NSO 2007	\$ 43.61					12/14/2008 12/13/2017	Class A Common Stock
2008 Restricted Stock Units <sup>(2)</sup>	\$ 0 <sup>(3)</sup>					12/12/2009 <sup>(4)</sup> 12/11/2018 <sup>(5)</sup>	Class A Common Stock
2009 Restricted Stock Units	\$ 0					12/11/2010 12/11/2019	Class A Common Stock
Perf Based RSUs 3-16-10	\$ 0					12/31/2012 12/31/2012	Class A Common Stock
March 2011 Employee RSU Grant	\$ 0					03/02/2012 03/02/2021	Class A Common Stock
Non-Statutory Stock Option 3-3-2011 -	\$ 48.5					03/02/2012 03/02/2021	Class A Common Stock

