

Anderson Daniel G
 Form 4
 September 08, 2011

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 *
 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

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

____ Director
 ____ Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
 Former VP

(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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Class A Common Stock					8,287	D	
Class A Common Stock					1,119	I	Held in 401(k) Plan

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

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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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Nonstatutory Stock Option 3-22-06	\$ 34.06					03/22/2009 ⁽¹⁾ 05/07/2012	Class A Common Stock
Nonstatutory Stock Option 12-15-06	\$ 32.565					12/15/2007 05/07/2012	Class A Common Stock
2007 Restricted Stock Unit	\$ 0	09/07/2011		E ⁽²⁾	1,190 ₍₂₎	12/14/2008 05/07/2012	Class A Common Stock
2008 Restricted Stock Units	\$ 0	09/07/2011		E ⁽²⁾	12,500 ₍₂₎	12/12/2009 05/07/2012	Class A Common Stock
2009 Restricted Stock Units	\$ 0	09/07/2011		E ⁽²⁾	6,998 ₍₂₎	12/11/2010 05/07/2012	Class A Common Stock
March 2011 Employee RSU Grant	\$ 0	09/07/2011		E ⁽²⁾	2,784 ₍₂₎	03/02/2012 09/07/2011	Class A Common Stock
Non-Statutory Stock Option 3-3-2011 - \$48.50	\$ 48.5	09/07/2011		E ⁽²⁾	3,195 ₍₂₎	03/02/2012 09/07/2011	Class A Common Stock
Perf Based RSU 3-2-2011	\$ 0	09/07/2011		E ⁽²⁾	2,435 ₍₂₎	12/31/2013 09/07/2011	Class A Common Stock
Perf Based RSUs 3-16-10	\$ 0	09/07/2011		E ⁽²⁾	4,130 ₍₂₎	12/31/2012 09/07/2011	Class A Common Stock
NSO 2007	\$ 43.61	09/07/2011		E ⁽²⁾	3,570 ₍₂₎	12/14/2008 05/07/2012	Class A Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Anderson Daniel G C/O BERRY PETROLEUM COMPANY 1999 BROADWAY, SUITE 3700 DENVER, CO 80202				Former VP

Signatures

Kenneth A Olson under POA for Daniel Anderson	09/08/2011
<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) Non Statutory Stock Options (NSO). NSOs vest 100% 3 years from date of grant.
 - (2) Expiration of unvested options and restricted stock units upon termination of employment.

Remarks:

Mr. Anderson's last date of employment with Berry Petroleum Company was on September 7, 2011. This Form 4 is being filed

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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