Wolf David D Form 5 January 04, 2012

**OMB APPROVAL** FORM 5 **OMB** UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 Number: Washington, D.C. 20549 Check this box if January 31, Expires: no longer subject 2005 to Section 16. Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Form 4 or Form burden hours per 5 obligations OWNERSHIP OF SECURITIES response... 1.0 may continue. See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940 Form 4 Transactions Reported 1. Name and Address of Reporting Person \* 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer Wolf David D Symbol BERRY PETROLEUM CO [BRY] (Check all applicable) (Last) (First) (Middle) 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) Director 10% Owner Officer (give title Other (specify 12/31/2011 below) below) C/O BERRY PETROLEUM Exec VP and CFO COMPANY, Â 1999 BROADWAY, **SUITE 3700** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line) DENVER. COÂ 80202 \_X\_ Form Filed by One Reporting Person Form Filed by More than One Reporting (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. Securi (A) or D (Instr. 3,	ispose 4 and (A) or	d of (D)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (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	Â	Â	Â	Â	Â	Â	5,459	I	Held in the Company's 401(k) Plan
Class A Common Stock	12/29/2011	Â	A	51 <u>(5)</u>	A	\$ 40.59	26,220	D	Â

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

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SEC 2270 (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)	Number		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and A Underlying S (Instr. 3 and 4
					(A)	(D)	Date Exercisable	Expiration Date	Title
RSU 8-4-08 (1)	\$ 0	Â	Â	Â	Â	Â	08/04/2011(2)	08/03/2018(3)	Class A Common Stock
NSO	\$ 41.18	Â	Â	Â	Â	Â	08/04/2011	08/03/2018	Class A Common Stock
2008 Restricted Stock Units (1)	\$ 0	Â	Â	Â	Â	Â	12/12/2009(4)	12/11/2018(3)	Class A Common Stock
2009 Restricted Stock Units (1)	\$ 0	Â	Â	Â	Â	Â	12/11/2010(4)	12/11/2019(3)	Class A Common Stock
Perf Based RSUs 3-16-10	\$ 0	Â	Â	Â	Â	Â	12/31/2012	03/15/2020	Class A Common Stock
March 2011 Employee RSU Grant	\$ 0	Â	Â	Â	Â	Â	03/02/2012	03/02/2021	Class A Common Stock
Non-Statutory Stock Option 3-3-2011 - \$48.50	\$ 48.5	Â	Â	Â	Â	Â	03/02/2012	03/02/2021	Class A Common Stock
Perf Based RSU 3-2-2011	\$ 0	Â	Â	Â	Â	Â	12/31/2013	03/02/2021	Class A Common Stock

## **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

Wolf David D

C/O BERRY PETROLEUM COMPANY 1999 BROADWAY, SUITE 3700

DENVER, COÂ 80202

# **Signatures**

Kenneth A. Olson under POA for David D. Wolf

01/04/2012

\*\*Signature of Reporting Person

Date

## **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) Increase in shares from the reinvestment of dividends paid quarterly on common stock. All shares were purchased at market and were non-discretionary.

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#### **Remarks:**

Form 5 filing to report shares acquired from dividend reinvestment plan purchases at year-end 2011.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.

Reporting Owners 3