

Anderson Daniel G
Form 4
January 10, 2012

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

3. Date of Earliest Transaction (Month/Day/Year)
01/09/2012

____ 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (D) | Price | | |
| Class A Common Stock | | | | | 1,140 | I | Held in 401(k) Plan |
| Class A Common Stock | 01/09/2012 | | M | 714 ⁽¹⁾ A | \$ 44.395 9,001 | D | |
| Class A Common Stock | 01/09/2012 | | M | 2,500 ⁽¹⁾ A | \$ 44.395 11,501 | D | |
| Class A Common Stock | 01/09/2012 | | M | 467 ⁽¹⁾ A | \$ 44.395 11,968 | D | |

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| | | | | | | | | |
|----------------------|------------|--|---|--------------------|---|------------|--------|---|
| Common Stock | | | | | | | | |
| Class A Common Stock | 01/10/2012 | | S | 500 ⁽³⁾ | D | \$ 44.841 | 11,468 | D |
| Class A Common Stock | 01/10/2012 | | S | 100 ⁽³⁾ | D | \$ 44.8441 | 11,368 | D |
| Class A Common Stock | 01/10/2012 | | S | 291 ⁽³⁾ | D | \$ 44.851 | 11,077 | D |
| Class A Common Stock | 01/10/2012 | | S | 200 ⁽³⁾ | D | \$ 44.853 | 10,877 | D |

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 Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| NSO 2007 | \$ 43.61 | | | | | 12/14/2008 05/07/2012 | Class A Common Stock 10,709 |
| 2007 Restricted Stock Unit | \$ 0 | 01/09/2012 | | M | 714 ⁽²⁾ | 12/14/2008 01/09/2016 | Class A Common Stock 3,569 |
| 2008 Restricted Stock Units | \$ 0 | 01/09/2012 | | M | 2,500 ⁽²⁾ | 12/12/2009 01/09/2016 | Class A Common Stock 12,500 |
| | \$ 0 | 01/09/2012 | | M | | 12/11/2010 01/09/2016 | 2,333 |

2009
Restricted
Stock
Units

467
(2)

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

01/10/2012

__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) Issuance of shares from previous RSU grant based on meeting terms and timing of deferral election.
 - (2) Issuance of 20% of RSU shares per deferral election in place at date of grant.
 - (3) Shares sold to cover tax liability of issuance of deferred RSU shares.

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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