Keller John Frank Form 4 March 02, 2012

## FORM 4

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB

3235-0287 Number:

January 31, Expires: 2005

**OMB APPROVAL** 

Estimated average burden hours per

5. Relationship of Reporting Person(s) to

response... 0.5

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

Name and Address of Reporting Person \*

Keller John	Frank	Symbol BERRY	Symbol BERRY PETROLEUM CO [BRY]			(GL 1 N N N N N N N N N N N N N N N N N N			
	Y PETROLEUM Y, 1999 BROADW	(Month/Da 03/02/20	3. Date of Earliest Transaction (Month/Day/Year) 03/02/2012			(Check all applicable)  Director 10% Owner Officer (give title below)  Other (specify below)			
DENVER,	(Street) CO 80202		ndment, Dat th/Day/Year)	e Original		6. Individual or Applicable Line) _X_ Form filed by Form filed by Person		erson	
(City)	(State) (Z	Zip) Table	e I - Non-De	erivative Securi	ties Acq	uired, Disposed	of, or Beneficia	lly 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 on Acquired (A) of Disposed of (Disposed of (Instr. 3, 4 and (A) or Amount (D)	or 0) 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			Co <b>uc</b> ,	rimount (2)		2,519	D		

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Transacti Code (Instr. 8)	Securities	Expiration Date	5. Date Exercisable and Expiration Date Month/Day/Year)		7. Title and Amou Underlying Securi (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Nun of S	
Nonstatutory Stock Option 38.0025	\$ 38.0025					02/02/2006	02/01/2016	Class A Common Stock	10,	
Nonstatutory Stock Option 12-15-06	\$ 32.565					12/15/2006	12/14/2016	Class A Common Stock	10,	
NSO 2007	\$ 43.61					12/14/2007	12/13/2017	Class A Common Stock	3,5	
Phantom Stock Units	\$ 0					08/08/1988	08/08/1988	Class A Common Stock	23,	
March 2011 Director RSU	\$ 0 (2)					03/02/2011(3)	03/02/2021	Class A Common Stock	2,4	
March 2 2012 Director RSU Grant (1)	\$ 0 (2)	03/02/2012		A	2,264 ( <u>4)</u>	03/02/2012(4)	03/02/2022	Class A Common Stock	2,2	

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
. 9	Director 10% Owner O		Officer	Other		
er John Frank						

Keller John Frank C/O BERRY PETROLEUM COMPANY 1999 BROADWAY, SUITE 3700 DENVER, CO 80202

## **Signatures**

Kenneth A Olson under POA for John Keller 03/02/2012

\*\*Signature of Reporting Person Date

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### **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) Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock
- (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) Grant of Restricted Stock Unit (RSU) under the Company's 2005 Equity Incentive Plan in a transaction exempt under Rule 16b-3(c). RSUs are 100% vested on date of grant but are subject to an individual deferral election on behalf of the Director.

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