

Wolf David D
Form 4
March 06, 2013

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 *
Wolf David D

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)
03/04/2013

____ Director
____ Officer (give title below)
____ 10% Owner
____ Other (specify below)
Exec VP and CFO

(Street)
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 Ownership (Instr. 4)
				(A) or (D)	Price		
Class A Common Stock						9	Held in the Company's 401(k) Plan
Class A Common Stock	03/04/2013		M	(S)	11,840	A	\$ 46.05 25,415
Class A Common Stock	03/05/2013		S	D	4,522	D	\$ 46.261 20,893
Class A Common Stock	03/05/2013		S	D	100	D	\$ 20,793

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Common Stock					46.2649	
Class A Common Stock	03/05/2013	S	300	D	\$ 46.265	20,493 D

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

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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 Underlying (Instr. 3)
				Code V (A) (D)		Date Exercisable Expiration Date	Title
RSU 8-4-08 ⁽¹⁾	\$ 0					08/04/2011 ⁽²⁾ 08/03/2018 ⁽³⁾	Class Common Stock
NSO	\$ 41.18					08/04/2011 08/03/2018	Class Common Stock
2008 Restricted Stock Units ⁽¹⁾	\$ 0					12/12/2009 ⁽⁴⁾ 12/11/2018 ⁽³⁾	Class Common Stock
2009 Restricted Stock Units ⁽¹⁾	\$ 0					12/11/2010 ⁽⁴⁾ 12/11/2019 ⁽³⁾	Class Common Stock
March 2011 Employee RSU Grant	\$ 0					03/02/2012 03/02/2021	Class Common Stock
Non-Statutory Stock Option 3-2-2011 - \$48.50	\$ 48.5					03/02/2012 03/02/2021	Class Common Stock
Perf Based RSU 3-2-2011	\$ 0					12/31/2013 03/02/2021	Class Common Stock

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- (7) Grant of Restricted Stock Unit (RSU) under the Company's 2010 Equity Incentive Plan in a transaction exempt under Rule 16b-3(c). RSUs vest 25% per year from date of grant.
- (8) Performance Shares cancelled in excess of shares issued under terms of Performance Share Plan.

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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