O'Connor Davis O Form 4 March 04, 2011

FORM 4

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

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)

(Last)

Security

(Instr. 3)

1. Name and Address of Reporting Person * O'Connor Davis O

(First)

(Street)

(State)

1999 BROADWAY, SUITE 3700

(Middle)

2. Issuer Name and Ticker or Trading Symbol

BERRY PETROLEUM CO [BRY]

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

03/02/2010

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

OMB

Number:

Expires:

response...

Estimated average

burden hours per

OMB APPROVAL

3235-0287

January 31,

2005

0.5

Issuer

(Check all applicable)

Director 10% Owner

Other (specify Officer (give title below)

VP General Counsel Secretary

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

DENVER, CO 80202

(City) (Zip) 1. Title of 2. Transaction Date 2A. Deemed

(Month/Day/Year)

3. 4. Securities Execution Date, if TransactionAcquired (A) or Code Disposed of (D)

(Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8)

5. Amount of

(A)

Code V Amount (D) Price

Securities Beneficially Owned Following Reported Transaction(s)

(Instr. 3 and 4)

Form: Direct (D) or Indirect Beneficial (I) (Instr. 4)

6. Ownership

7. Nature of Indirect Ownership (Instr. 4)

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)

1. Title of 3. Transaction Date 3A. Deemed 4. 5. Number 6. Date Exercisable and Derivative Conversion (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date Securities Security or Exercise Code (Month/Day/Year) any

7. Title and Amo

Underlying Secu

(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8		Acquired (A) or Disposed (D) (Instr. 3, and 5)	d of				
				Code V	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Ar or Nu of
Restricted Stock Unit	\$ 0							10/15/2013	10/15/2020	Class A Common Stock	14
Non-Statutory Stock Option 3-3-2011 - \$48.50 (1)	\$ 48.5	03/02/2010		A		5,916		03/02/2012(3)	03/02/2021	Class A Common Stock	5
March 2011 Employee RSU Grant (4)	\$ 0 (5)	03/02/2011		A		5,155 (6)		03/02/2012(7)	03/02/2021	Class A Common Stock	5
Perf Based RSU 3-2-2011	\$ 0 (9)	03/02/2011		A		4,510 (10)		12/31/2013	03/02/2021	Class A Common Stock	4

Reporting Owners

	Relationships			
Reporting Owner Name / Address				

Director 10% Owner Officer Other

O'Connor Davis O

1999 BROADWAY, SUITE 3700 DENVER, CO 80202

VP General Counsel Secretary

Signatures

Kenneth A. Olson under POA for Davis

O'Connor 03/04/2011

**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) Grant of Nonstatutory Stock Option (NSO) under the Company's 2010 Equity Incentive Plan in a transaction exempt under Rule 16b-3(c). Shares vest 25% per year from date of grant.
- (3) Grant of Nonstatutory Stock Option (NSO) under the Company's 2010 Equity Incentive Plan in a transaction exempt under Rule 16b-3(c). Shares vest 25% per year from date of grant.

(4) 1 for 1

Reporting Owners 2

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- (5) Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock
- (6) 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.
- (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)** 1 for 1
- (9) Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock if certain pre-established performance factors, as set forth in the Company's Form 8-K dated March 2, 2011, are met
- (10) Per the Agreement this is the maximum number of performance based RSUs that may be received if all performance factors are achieved as outlined in the Form 8-K dated March 2, 2011.

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.