DUGINSKI MICHAEL
Form 4
January 10, 2012

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)

1. Name and Address of Reporting Person * DUGINSKI MICHAEL	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　　_____ 10% Owner _____ Officer (give title　_____ Other (specify below)　　　　　below) 　　　　Exec. VP & COO
(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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock								13,412	I	Held in 401(k) Plan
Class A Common Stock	01/09/2012		M		2,407 (7)	A	$ 44.395	24,175	D	
Class A Common Stock	01/10/2012		S		612 (9)	D	$ 44.881	23,563	D	
Class A	01/10/2012		S		100 (9)	D	$	23,463	D	

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| Common Stock | | | | | 44.882 | | | |

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

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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 A Underlying S (Instr. 3 and 4
									Date Exercisable	Expiration Date	Title
				Code	V	(A)	(D)				
Nonstatutory Stock Option 12-05-03	$ 9.97								12/05/2004	12/05/2013	Class A Common Stock
Nonstatutory Stock Option 11-23-04	$ 21.58								11/23/2005	11/23/2014	Class A Common Stock
Nonstatutory Stock Option 12-15-05	$ 30.645								12/15/2006	12/15/2015	Class A Common Stock
Nonstatutory Stock Option 12-15-06	$ 32.565								12/15/2007	12/14/2016	Class A Common Stock
NSO 2007	$ 43.61								12/14/2008	12/13/2017	Class A Common Stock
2008 Restricted Stock Units [1]	$ 0 [2]								12/12/2009 [3]	12/11/2018 [4]	Class A Common Stock
2009 Restricted Stock Units	$ 0								12/11/2010	12/11/2019	Class A Common Stock
Perf Based RSUs 3-16-10	$ 0 [5]								12/31/2012 [5]	12/31/2012	Class A Common

(1)								Stock
March 2011 Employee RSU Grant	$ 0					03/02/2012	03/02/2021	Class A Common Stock
Non-Statutory Stock Option 3-3-2011 - $48.50	$ 48.5					03/02/2012	03/02/2021	Class A Common Stock
Perf Based RSU 3-2-2011	$ 0					12/31/2013	03/02/2021	Class A Common Stock
2007 Restricted Stock Unit	$ 0	01/09/2012		M	2,407 (8)	12/14/2008	12/13/2017	Class A Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DUGINSKI MICHAEL C/O BERRY PETROLEUM COMPANY 1999 BROADWAY, SUITE 3700 DENVER, CO 80202			Exec. VP & COO	

Signatures

Kenneth A Olson under POA for Michael Duginski	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) 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 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.

(4) 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.

(5) 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 18, 2010, are met.

(6) 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 18, 2010.

(7) Issuance of shares from previous RSU grant based on meeting terms and timing of deferral election.

(8) Issuance of 20% of RSU shares per deferral election in place at date of grant.

(9)   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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Explanation of Responses: 4