

BERRY PETROLEUM CO  
Form 4  
January 10, 2012

**FORM 4**

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

OMB APPROVAL

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**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 \*  
CRAWFORD GEORGE T

(Last) (First) (Middle)

C/O BERRY PETROLEUM COMPANY, 5201 TRUXTUN AVE.

(Street)

BAKERSFIELD, CA 93309

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
BERRY PETROLEUM CO [BRY]

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

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_\_ Other (specify below)  
Snr VP of CA Production

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

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					4,195	I	Held in 401(k) Plan
Class A Common Stock	01/09/2012		M		951 <sup>(5)</sup>	A	\$ 44.395 2,920
Class A Common Stock	01/10/2012		S		331 <sup>(7)</sup>	D	\$ 44.841 2,589
Class A Common Stock	01/10/2012		S		4 <sup>(7)</sup>	D	\$ 44.8434 2,585

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Stock

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 and Amount of Underlying Security (Instr. 3 and 4)
Nonstatutory Stock Option 12-15-05	\$ 30.645					Date Exercisable: 12/15/2006 Expiration Date: 12/15/2015	Class A Common Stock 2
Nonstatutory Stock Option 12-15-06	\$ 32.565					Date Exercisable: 12/15/2007 Expiration Date: 12/14/2016	Class A Common Stock 2
NSO 2007	\$ 43.61					Date Exercisable: 12/14/2008 Expiration Date: 12/13/2017	Class A Common Stock 1
2008 Restricted Stock Units <sup>(1)</sup>	\$ 0 <sup>(2)</sup>					Date Exercisable: 12/12/2009 <sup>(3)</sup> Expiration Date: 12/11/2018 <sup>(4)</sup>	Class A Common Stock 2
2009 Restricted Stock Units	\$ 0					Date Exercisable: 12/11/2010 Expiration Date: 12/11/2019	Class A Common Stock 1
Perf Based RSUs 3-16-10	\$ 0					Date Exercisable: 12/31/2012 Expiration Date: 12/31/2012	Class A Common Stock 8
March 2011 Employee RSU Grant	\$ 0					Date Exercisable: 03/02/2012 Expiration Date: 03/02/2021	Class A Common Stock 6
Non-Statutory Stock Option	\$ 48.5					Date Exercisable: 03/02/2012 Expiration Date: 03/02/2021	Class A Common 7

