

Ciotti George W  
 Form 5  
 January 25, 2013

**FORM 5**

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

OMB APPROVAL

OMB Number: 3235-0362  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).  
 Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
 Ciotti George W  
 (Last) (First) (Middle)  
 1999 BROADWAY, SUITE 3700  
 (Street)  
 DENVER, CO 80202  
 (City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 BERRY PETROLEUM CO [BRY]  
 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
 12/31/2012

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)  
 \_\_\_ Director \_\_\_ 10% Owner  
 \_\_\_ Officer (give title below) \_\_\_ Other (specify below)  
 VP of Rocky Mtn Prod

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

6. Individual or Joint/Group Reporting  
 (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)	(A) or (D)	Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Class A Common Stock							5,734	I	Held in 401(k) account
Class A Common Stock	12/31/2012		J(3)	63 (3)	A	\$ 0	10,157	D	

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

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SEC 2270 (9-02)

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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)
					(A) (D)	Date Exercisable Expiration Date	Title
2009 Restricted Stock Units <sup>(1)</sup>	\$ 0	Â	Â	Â	Â Â	12/11/2010 <sup>(2)</sup> 12/11/2019	Class A Common Stock
Perf Based RSUs 3-16-10	\$ 0	Â	Â	Â	Â Â	12/31/2012 12/31/2012	Class A Common Stock
March 2011 Employee RSU Grant	\$ 0	Â	Â	Â	Â Â	03/02/2012 03/02/2021	Class A Common Stock
Non-Statutory Stock Option 3-2-2011 - \$48.50	\$ 48.5	Â	Â	Â	Â Â	03/02/2012 03/02/2021	Class A Common Stock
Perf Based RSU 3-2-2011	\$ 0	Â	Â	Â	Â Â	12/31/2013 03/02/2021	Class A Common Stock
March 2, 2012 Employee RSU Grant	\$ 0	Â	Â	Â	Â Â	03/02/2013 03/02/2022	Class A Common Stock
Non Statutory Stock Option 3-2-12	\$ 53.02	Â	Â	Â	Â Â	03/02/2013 03/02/2022	Class A Common Stock
Perf Based RSUs 3-2-12	\$ 0	Â	Â	Â	Â Â	12/31/2014 03/02/2022	Class A Common Stock

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

Ciotti George W  
1999 BROADWAY, SUITE 3700  
DENVER, CO 80202  
VP of Rocky Mtn Prod

Signatures

Kenneth A. Olson Under POA for George W. Ciotti 01/25/2013

\*\*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) Restricted Stock Units vest 25% per year from date of grant.
(3) Increase in shares from the reinvestment of dividends paid quarterly on common stock. All shares were purchased at market and were non-discretionary.

Remarks: Form 5 filing to report shares acquired from the reinvestment of dividends in Company stock.

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