Ayers William B Form 4 March 07, 2013

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005 Estimated average burden hours per

Form 5 obligations may continue.

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

SECURITIES

response... 0.5

1(b).

(City)

Stock

(State)

(Zip)

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * Ayers William B	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)	3. Date of Earliest Transaction			
C/O BERRY PETROLEUM COMPANY, 1999 BROADWAY, SUITE 3700	(Month/Day/Year) 03/07/2013	Director 10% Owner Officer (give title Other (specify below) VP of Human Resources		
(Street)	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		
DENVER, CO 80202		Form filed by More than One Reporting Person		

		Tuble 1 Tion Betty unit e Securities required, Disposed 61, 61 Beneficially 6 when						
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3.	4. Securities Acquired (A) oner Disposed of (D)	5. Amount of Securities	6. Ownership	7. Nature of Indirect	
(Instr. 3)	(Wolling Day, Tear)	any	Code	(Instr. 3, 4 and 5)	Beneficially	Form:	Beneficial	
(======================================		(Month/Day/Year)	(Instr. 8)	(Owned Following	Direct (D) or Indirect	Ownership (Instr. 4)	
				(A)	Reported	(I)		
				or	Transaction(s)	(Instr. 4)		
			Code V	Amount (D) Price	(Instr. 3 and 4)			
Class A				¢				
Common	03/07/2013		S	753 (1) D \$ 46.8528	18,153	D		

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

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactic Code (Instr. 8)	5. orNumber 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 Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Statutory Stock Option 5-18-06	\$ 31.615					05/18/2007	05/17/2016	Class A Common Stock	10,000
Nonstatutory Stock Option 12-15-06	\$ 32.565					12/15/2007	12/14/2016	Class A Common Stock	5,000
NSO 2007	\$ 43.61					12/14/2008	12/13/2017	Class A Common Stock	6,880
2009 Restricted Stock Units	\$ 0					12/11/2010	12/11/2019	Class A Common Stock	5,318
Non-Statutory Stock Option 3-2-2011 - \$48.50	\$ 48.5					03/02/2014	03/02/2021	Class A Common Stock	2,367

Reporting Owners

**Signature of Reporting Person

Ayers

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Ayers William B C/O BERRY PETROLEUM COMPANY 1999 BROADWAY, SUITE 3700 DENVER, CO 80202			VP of Human Resources				
Signatures							
Kenneth A. Olson under POA for W. B.		03/07/2013					

Reporting Owners 2

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) Shares sold to cover taxes on RSU vesting under Rule 16b-3 Plan.

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.