

Ciotti George W  
Form 4  
December 13, 2012

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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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 \*  
Ciotti George W

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)  
1999 BROADWAY, SUITE 3700  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/11/2012

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below)  
\_\_\_\_ 10% Owner  
\_\_\_\_ Other (specify below)  
VP of Rocky Mtn Prod

DENVER, CO 80202

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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)
Class A Common Stock					5,674	I	Held in 401(k) account
Class A Common Stock	12/11/2012		M	1,866 (1) A	\$ 33.535 9,568	D	
Class A Common Stock	12/12/2012		M	1,625 (1) A	\$ 33.65 11,193	D	
Class A Common	12/12/2012		S	583 D	\$ 33.654 10,610	D	

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Stock

Class A

Common 12/13/2012 S 116 <sup>(2)</sup> D \$ 33.21 10,494 D

Stock

Class A

Common 12/13/2012 S 400 <sup>(2)</sup> D \$ 33.225 10,094 D

Stock

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

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SEC 1474  
(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 Amount of Underlying Security (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Perf Based RSUs 3-16-10	\$ 0					12/31/2012 12/31/2012	Class A Common Stock	5,6	
March 2011 Employee RSU Grant	\$ 0					03/02/2012 03/02/2021	Class A Common Stock	4,0	
Non-Statutory Stock Option 3-2-2011 - \$48.50	\$ 48.5					03/02/2012 03/02/2021	Class A Common Stock	4,6	
Perf Based RSU 3-2-2011	\$ 0					12/31/2013 03/02/2021	Class A Common Stock	3,5	
March 2, 2012 Employee RSU Grant	\$ 0					03/02/2013 03/02/2022	Class A Common Stock	3,6	
	\$ 53.02					03/02/2013 03/02/2022		4,3	

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Non Statutory Stock Option 3-2-12								Class A Common Stock	
Perf Based RSUs 3-2-12	\$ 0					12/31/2014	03/02/2022	Class A Common Stock	3,2
2009 Restricted Stock Units	\$ 0	12/11/2012		M	1,866 (1)	12/11/2010	12/11/2019	Class A Common Stock	3,7
2008 Restricted Stock Units	\$ 0	12/12/2012		M	1,625 (1)	12/11/2009	12/11/2018	Class A Common Stock	1,6

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	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

12/13/2012

\_\_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) Vested shares issued pursuant to Rule 16b-3 plan.

(2) 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.

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