

Ciotti George W
 Form 4
 December 13, 2011

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 *
 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. Date of Earliest Transaction
 (Month/Day/Year)
 12/11/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director
 ____ Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
 VP of Corp Development

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 | | | | | 2,403 | I | Held in 401(k) account |
| Class A Common Stock | 12/11/2011 | 12/12/2011 | M | | <u>1,866</u> ⁽¹⁾ | A | \$ 40.09 |
| Class A Common Stock | 12/12/2011 | | M | | <u>1,625</u> ⁽¹⁾ | A | \$ 39.3 |
| Class A Common Stock | 12/13/2011 | | S | | 500 ⁽²⁾ | D | \$ 40.0146 |

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Stock

Class A

Common 12/13/2011 S 586 ⁽²⁾ D \$ 39.22 7,666 D
Stock

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 Amount of Underlying Security (Instr. 3 and 4) | Amount or Number of Shares | |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|-----|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| 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 3-3-2011 - \$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 |
| 2009 Restricted Stock Units | \$ 0 | 12/11/2011 | 12/12/2011 | M | 1,866 ⁽¹⁾ | 12/11/2010 | 12/11/2019 | Class A Common Stock | 5,5 |
| 2008 Restricted Stock Units | \$ 0 | 12/12/2011 | | M | 1,625 ⁽¹⁾ | 12/11/2009 | 12/11/2018 | Class A Common Stock | 3,2 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Ciotti George W 1999 BROADWAY, SUITE 3700 DENVER, CO 80202 | | | VP of Corp Development | |

Signatures

| | |
|--|------------|
| Kenneth A. Olson Under POA for George W. Ciotti | 12/13/2011 |
|--|------------|

__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 tax liability on RSU shares vested.

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.