

Anderson Daniel G
Form 4
January 10, 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 *
Anderson Daniel G

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)

C/O BERRY PETROLEUM COMPANY, 1999 BROADWAY, SUITE 3700

(Street)

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

____ Director
____ Officer (give title below)
____ 10% Owner
____ Other (specify below)
Former VP

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)
			Code	V Amount (D)	Price		
Class A Common Stock					1,140	I	Held in 401(k) Plan
Class A Common Stock	01/09/2012		M	714 ⁽¹⁾ A	\$ 44.395 9,001	D	
Class A Common Stock	01/09/2012		M	2,500 ⁽¹⁾ A	\$ 44.395 11,501	D	
Class A Common Stock	01/09/2012		M	467 ⁽¹⁾ A	\$ 44.395 11,968	D	

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Common Stock							
Class A Common Stock	01/10/2012	S	500 ⁽³⁾	D	\$ 44.841	11,468	D
Class A Common Stock	01/10/2012	S	100 ⁽³⁾	D	\$ 44.8441	11,368	D
Class A Common Stock	01/10/2012	S	291 ⁽³⁾	D	\$ 44.851	11,077	D
Class A Common Stock	01/10/2012	S	200 ⁽³⁾	D	\$ 44.853	10,877	D

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 Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
NSO 2007	\$ 43.61					12/14/2008	05/07/2012	Class A Common Stock	10,709
2007 Restricted Stock Unit	\$ 0	01/09/2012		M	714 ⁽²⁾	12/14/2008	01/09/2016	Class A Common Stock	3,569
2008 Restricted Stock Units	\$ 0	01/09/2012		M	2,500 ⁽²⁾	12/12/2009	01/09/2016	Class A Common Stock	12,500
	\$ 0	01/09/2012		M		12/11/2010	01/09/2016		2,333

2009
Restricted
Stock
Units

467
(2)

Class A
Common
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Anderson Daniel G C/O BERRY PETROLEUM COMPANY 1999 BROADWAY, SUITE 3700 DENVER, CO 80202				Former VP

Signatures

Kenneth A Olson under POA for Daniel
Anderson 01/10/2012

__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) Issuance of shares from previous RSU grant based on meeting terms and timing of deferral election.
- (2) Issuance of 20% of RSU shares per deferral election in place at date of grant.
- (3) Shares sold to cover tax liability of issuance of deferred RSU shares.

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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