

BUSH WILLIAM E JR  
 Form 4  
 March 09, 2011

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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 \*  
**BUSH WILLIAM E JR**

(Last) (First) (Middle)

**C/O BERRY PETROLEUM COMPANY, 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)  
**03/09/2011**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
 \_\_\_ Officer (give title below) \_\_\_ Other (specify below)

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Class A Common Stock					800	I	As Custodian for minor grandchildren
Class A Common Stock	03/09/2011		M	5,800 A	\$ 30.645	179,796	D
Class A Common Stock	03/09/2011		S	100 D	\$ 49.31	179,696	D
Class A Common Stock	03/09/2011		S	500 D	\$ 49.34	179,196	D

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Common Stock							
Class A Common Stock	03/09/2011	S	2,100	D	\$ 49.35	177,096	D
Class A Common Stock	03/09/2011	S	400	D	\$ 49.355	176,696	D
Class A Common Stock	03/09/2011	S	300	D	\$ 49.37	176,396	D
Class A Common Stock	03/09/2011	S	200	D	\$ 49.3725	176,196	D
Class A Common Stock	03/09/2011	S	100	D	\$ 49.3775	176,096	D
Class A Common Stock	03/09/2011	S	500	D	\$ 49.4	175,596	D
Class A Common Stock	03/09/2011	S	100	D	\$ 49.43	175,496	D
Class A Common Stock	03/09/2011	S	100	D	\$ 49.46	175,396	D
Class A Common Stock	03/09/2011	S	200	D	\$ 49.47	175,196	D
Class A Common Stock	03/09/2011	S	300	D	\$ 49.58	174,896	D
Class A Common Stock	03/09/2011	S	200	D	\$ 49.59	174,696	D
Class A Common Stock	03/09/2011	S	100	D	\$ 49.63	174,596	D
Class A Common Stock	03/09/2011	S	100	D	\$ 49.6425	174,496	D
Class A Common Stock	03/09/2011	S	100	D	\$ 49.675	174,396	D

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Class A Common Stock	03/09/2011	S	100	D	\$ 49.71	174,296	D
Class A Common Stock	03/09/2011	S	100	D	\$ 49.72	174,196	D
Class A Common Stock	03/09/2011	S	100	D	\$ 49.76	174,096	D
Class A Common Stock	03/09/2011	S	100	D	\$ 49.78	173,996	D

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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Nonstatutory Stock Option 12-15-06	\$ 32.565					12/15/2006	12/14/2016	Class A Common Stock
2007 Restricted Stock Unit <sup>(1)</sup>	\$ 0					01/01/2008 <sup>(2)</sup>	12/13/2017 <sup>(3)</sup>	Class A Common Stock
NSO 2007	\$ 43.61					12/14/2007	12/13/2017	Class A Common Stock
Phantom Stock Units	\$ 0					08/08/1988	08/08/1988	Class A Common Stock
	\$ 0					03/02/2011	03/02/2021	

March 2011  
 Director RSU

Class A  
 Common  
 Stock

Nonstatutory  
 Stock Option \$ 30.645 03/09/2011 M 5,800 12/15/2005 12/15/2015  
 12-15-05

Class A  
 Common  
 Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BUSH WILLIAM E JR C/O BERRY PETROLEUM COMPANY 1999 BROADWAY, SUITE 3700 DENVER, CO 80202				

## Signatures

Kenneth A Olson under POA for William  
 Bush 03/09/2011

\_\_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) 1 for 1
- (2) The RSU granted is 100% vested at the date of grant but the receipt of shares are subject to a deferral period which is generally at least four years from the grant date as per the deferral election.
- (3) The RSU is subject to a deferral election. Shares of Class A Common Stock will be delivered to the reporting person as per the terms of the deferral election.

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.