

Canaday Shawn Michael
 Form 4
 January 10, 2012

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 *
 Canaday Shawn Michael

(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)
 01/09/2012

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)
 VP and Treasurer

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock					1,396	I	Held in the Company's 401(k) Plan
Class A Common Stock	01/09/2012		M		2,351 <u>(5)</u>	A	\$ 44.395
Class A Common Stock	01/10/2012		S		196 <u>(7)</u>	D	\$ 44.895
Class A Common Stock	01/10/2012		S		200 <u>(7)</u>	D	\$ 5,158

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Common Stock					44.913	
Class A Common Stock	01/10/2012	S	300 ⁽⁷⁾	D	\$ 44,932	4,858 D

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

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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 (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)
Nonstatutory Stock Option 12-05-03	\$ 9.97					Date Exercisable: 12/05/2004 Expiration Date: 12/05/2013	Class A Common Stock
Nonstatutory Stock Option 12-15-05	\$ 30.645					Date Exercisable: 12/15/2006 Expiration Date: 12/15/2015	Class A Common Stock
Nonstatutory Stock Option 11-23-04	\$ 21.58					Date Exercisable: 11/23/2005 Expiration Date: 11/23/2014	Class A Common Stock
Nonstatutory Stock Option 12-15-06	\$ 32.565					Date Exercisable: 12/15/2007 Expiration Date: 12/14/2016	Class A Common Stock
NSO 2007	\$ 43.61					Date Exercisable: 12/14/2008 Expiration Date: 12/13/2017	Class A Common Stock
2008 Restricted Stock Units ⁽¹⁾	\$ 0 ⁽²⁾					Date Exercisable: 12/12/2009 ⁽³⁾ Expiration Date: 12/11/2018 ⁽⁴⁾	Class A Common Stock
2009 Restricted	\$ 0					Date Exercisable: 12/11/2010 Expiration Date: 12/11/2019	Class A Common

Stock Units						Stock
Perf Based RSUs 3-16-10	\$ 0			12/31/2012	12/31/2012	Class A Common Stock
March 2011 Employee RSU Grant	\$ 0			03/02/2012	03/02/2021	Class A Common Stock
Non-Statutory Stock Option 3-3-2011 - \$48.50	\$ 48.5			03/02/2012	03/02/2021	Class A Common Stock
Perf Based RSU 3-2-2011	\$ 0			12/31/2013	03/02/2021	Class A Common Stock
2007 Restricted Stock Unit	\$ 0	01/09/2012	M	2,351 <u>(6)</u>	12/14/2008 12/13/2017	Class A Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Canaday Shawn Michael C/O BERRY PETROLEUM COMPANY 1999 BROADWAY, SUITE 3700 DENVER, CO 80202			VP and Treasurer	

Signatures

Kenneth A Olson under POA for Shawn
Canaday

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) 1 for 1
- (2) Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock
- (3) The RSU granted vest 25% per year beginning one year after grant but the receipt of shares are subject to a deferral period which is generally at least four years from grant date as per the deferral election.
- (4) 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.
- (5) Issuance of shares from previous RSU grant based on meeting terms and timing of deferral election.
- (6) Issuance of 100% of RSU shares per deferral election in place at date of grant.
- (7) Shares sold to cover tax liability of issuance of deferred RSU shares.

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