

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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).
- Form 3 Holdings Reported.
- Form 4 Transactions Reported.

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Ciotti George W</u> (Last) (First) (Middle) 1999 BROADWAY, SUITE 3700 (Street) DENVER CO 80202 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>BERRY PETROLEUM CO [BRY]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>VP of Rocky Mtn Prod</u>
	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2012	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Class A Common Stock							5,734	I	Held in 401(k) account
Class A Common Stock	12/31/2012		J ⁽³⁾	63 ⁽³⁾	A	\$0	10,157	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A)	(D)	Date Exercisable	Expiration Date					
2009 Restricted Stock Units ⁽¹⁾	\$0						12/11/2010 ⁽²⁾	12/11/2019	Class A Common Stock	1,867	1,867	D	
Perf Based RSUs 3-16-10	\$0						12/31/2012	12/31/2012	Class A Common Stock	5,633	5,633	D	
March 2011 Employee RSU Grant	\$0						03/02/2012	03/02/2021	Class A Common Stock	4,021	4,021	D	
Non-Statutory Stock Option 3-2-2011 - \$48.50	\$48.5						03/02/2012	03/02/2021	Class A Common Stock	4,615	4,615	D	
Perf Based RSU 3-2-2011	\$0						12/31/2013	03/02/2021	Class A Common Stock	3,518	3,518	D	
March 2, 2012 Employee RSU Grant	\$0						03/02/2013	03/02/2022	Class A Common Stock	3,678	3,678	D	
Non Statutory Stock Option 3-2-12	\$53.02						03/02/2013	03/02/2022	Class A Common Stock	4,342	4,342	D	
Perf Based RSUs 3-2-12	\$0						12/31/2014	03/02/2022	Class A Common Stock	3,218	3,218	D	

Explanation of Responses:

1. 1 for 1
2. Restricted Stock Units vest 25% per year from date of grant.
3. Increase in shares from the reinvestment of dividends paid quarterly on common stock. All shares were purchased at market and were non-discretionary.

Remarks:

Form 5 filing to report shares acquired from the reinvestment of dividends in Company stock.

Kenneth A. Olson Under POA
for George W. Ciotti 01/25/2013

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.