

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).

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>O'Connor Davis O</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 General Counsel Secretary</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) 03/04/2013 | |
| | 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 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 | (A) or (D) | Price | | | |
| Class A Common Stock | 03/04/2013 | | M | | 1,289 ⁽¹⁾ | A | \$45.8 | 2,123 | D | |
| Class A Common Stock | 03/04/2013 | | M | | 1,591 ⁽¹⁾ | A | \$45.8 | 3,714 | D | |
| Class A Common Stock | 03/04/2013 | | S | | 111 | D | \$45.621 | 3,603 | D | |
| Class A Common Stock | 03/04/2013 | | S | | 200 | D | \$45.651 | 3,403 | D | |
| Class A Common Stock | 03/04/2013 | | S | | 100 | D | \$45.656 | 3,303 | D | |
| Class A Common Stock | 03/04/2013 | | S | | 100 | D | \$45.657 | 3,203 | D | |
| Class A Common Stock | 03/04/2013 | | S | | 200 | D | \$45.66 | 3,003 | D | |
| Class A Common Stock | 03/04/2013 | | S | | 100 | D | \$45.664 | 2,903 | D | |
| Class A Common Stock | 03/04/2013 | | S | | 120 | D | \$45.68 | 2,783 | 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) |
|---|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|----------------------------|--|--|---|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Restricted Stock Unit | \$0 | | | | | | | 10/15/2013 | 10/15/2020 | Class A Common Stock | 14,908 | | 14,908 | D | |
| Non-Statutory Stock Option 3-2-2011 - \$48.50 | \$48.5 | | | | | | | 03/02/2012 | 03/02/2021 | Class A Common Stock | 5,916 | | 5,916 | D | |
| Perf Based RSU 3-2-2011 | \$0 | | | | | | | 12/31/2013 | 03/02/2021 | Class A Common Stock | 4,510 | | 4,510 | D | |
| Non Statutory Stock Option 3-2-12 | \$53.02 | | | | | | | 03/02/2013 | 03/02/2022 | Class A Common Stock | 7,514 | | 7,514 | D | |
| Perf Based RSUs 3-2-12 | \$0 | | | | | | | 12/31/2014 | 03/02/2022 | Class A Common Stock | 5,569 | | 5,569 | D | |
| March 4, 2013 Employee RSU Grant ⁽²⁾ | \$0 ⁽³⁾ | 03/04/2013 | | M | | 19,544 ⁽⁴⁾ | | 03/04/2014 | 03/04/2023 | Class A Common Stock | 19,544 | \$0 | 19,544 | D | |
| March 2, 2012 Employee RSU Grant | \$0 | 03/04/2013 | | M | | 1,289 ⁽¹⁾ | | 03/02/2013 | 03/02/2022 | Class A Common Stock | 6,366 | \$45.8 | 5,077 | 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|----------------------|--|-----------------|---|----------------------------|--|--|---|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| March 2011 Employee RSU Grant | \$0 | 03/04/2013 | | M | | | 1,591 ⁽¹⁾ | 03/02/2012 | 03/02/2021 | Class A Common Stock | 3,867 | \$45.8 | 2,276 | D | |

Explanation of Responses:

- Vested shares issued pursuant to Rule 16b-3 plan.
- 1 for 1
- Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock
- Grant of Restricted Stock Unit (RSU) under the Company's 2010 Equity Incentive Plan in a transaction exempt under Rule 16b-3(c). RSUs vest 25% per year from date of grant.

Kenneth A. Olson under POA
for Davis O'Connor 03/06/2013

** 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.

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