

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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>Ayers William B</u> (Last) (First) (Middle) <u>C/O BERRY PETROLEUM COMPANY</u> <u>1999 BROADWAY, SUITE 3700</u> (Street) <u>DENVER CO 80202</u> (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 Human Resources</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/04/2013</u>	
	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		1,956	A	\$46.05	15,644	D	
Class A Common Stock	03/04/2013		M		3,093 ⁽¹⁾	A	\$46.05	18,737	D	
Class A Common Stock	03/04/2013		M		1,773 ⁽¹⁾	A	\$46.05	20,510	D	
Class A Common Stock	03/05/2013		S		300	D	\$46.39	20,210	D	
Class A Common Stock	03/05/2013		S		100	D	\$46.391	20,110	D	
Class A Common Stock	03/05/2013		S		104	D	\$46.411	20,006	D	
Class A Common Stock	03/05/2013		S		300	D	\$46.412	19,706	D	
Class A Common Stock	03/05/2013		S		100	D	\$46.42	19,606	D	
Class A Common Stock	03/05/2013		S		700	D	\$46.432	18,906	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				
Non-Statutory Stock Option 5-18-06	\$31.615							05/18/2007	05/17/2016	Class A Common Stock	10,000		10,000	D	
Nonstatutory Stock Option 12-15-06	\$32.565							12/15/2007	12/14/2016	Class A Common Stock	5,000		5,000	D	
NSO 2007	\$43.61							12/14/2008	12/13/2017	Class A Common Stock	6,880		6,880	D	
Non-Statutory Stock Option 3-2-2011 - \$48.50	\$48.5							03/02/2014	03/02/2021	Class A Common Stock	2,367		2,367	D	
Perf Based RSUs 3-16-10	\$46.05	03/04/2013		M		1,956 ⁽²⁾		12/31/2012	12/31/2012	Class A Common Stock	3,004	\$46.05	1,048	D	
Perf Based RSUs 3-16-10	\$0	03/04/2013		M		1,048 ⁽³⁾		12/31/2012	12/31/2012	Class A Common Stock	3,004	\$0	0	D	
March 2011 Employee RSU Grant	\$0	03/04/2013		M		3,093 ⁽¹⁾		03/02/2012	03/02/2021	Class A Common Stock	3,093	\$46.05	0	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)				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				
2009 Restricted Stock Units	\$0	03/04/2013		M			1,773 ⁽¹⁾	12/11/2010	12/11/2019	Class A Common Stock	7,091	\$46.05	5,318	D	

Explanation of Responses:

1. Vested shares issued pursuant to Rule 16b-3 plan.
2. Performance Shares issued pursuant to terms of Award Agreement under Rule 16b-3 Plan.
3. Performance Shares cancelled in excess of shares issued under terms of Performance Share Plan.

Kenneth A. Olson under POA
for W. B. Ayers 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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