

BUSH WILLIAM E JR
 Form 4/A
 January 18, 2012

FORM 4

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

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).

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

2. Issuer Name and Ticker or Trading Symbol
BERRY PETROLEUM CO [BRY]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 01/09/2012

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

(Street)

4. If Amendment, Date Original Filed (Month/Day/Year)
 01/10/2012

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Class A Common Stock | | | | | 173,996 | D | |
| Class A Common Stock | | | | | 800 | I | As Custodian for minor grandchildren |
| Class A Common Stock | 01/09/2012 | | M | 263 ⁽²⁾ A | \$ 44.395 174,259 | D | |
| Class A Common Stock | 01/09/2012 | | M | 499 ⁽²⁾ A | \$ 44.395 174,758 | D | |

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

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(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 Amount of Underlying Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| NSO 2007 | \$ 43.61 | | | | | 12/14/2007 | 12/13/2017 | Class A Common Stock | 3,956 |
| Nonstatutory Stock Option 12-15-06 | \$ 32.565 | | | | | 12/15/2006 | 12/14/2016 | Class A Common Stock | 10,000 |
| Phantom Stock Units | \$ 0 | | | | | 08/08/1988 | 08/08/1988 | Class A Common Stock | 15,997 |
| March 2011 Director RSU | \$ 0 | 01/09/2012 | | M | <u>499</u> ⁽¹⁾ | 03/02/2011 | 03/02/2021 | Class A Common Stock | 2,499 |
| 2007 Restricted Stock Unit | \$ 0 | 01/09/2012 | | M | <u>263</u> ⁽¹⁾ | 01/01/2008 | 12/13/2017 | Class A Common Stock | 1,319 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BUSH WILLIAM E JR | X | | | |

Signatures

Kenneth A Olson under POA for William
Bush

01/18/2012

__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) Issuance of 20% of RSU shares per deferral election in place at date of grant
 - (2) Issuance of shares from previous RSU grant based on meeting terms and timing of deferral election

Remarks:

This Form 4/A is being filed to report the 499 shares acquired from the March 2011 Director RSU grant not reported on initial

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.