

Ciotti George W  
Form 4  
October 03, 2011

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
Ciotti George W

(Last) (First) (Middle)  
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)  
09/30/2011

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 of Corp Development

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ 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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Class A Common Stock            |                                      |  |                                | (A) or (D) Price  | 5,261   | D  |   |
| Class A Common Stock            | 09/30/2011                           |  | J                              | 497 <sup>(3)</sup> A \$ 0   | 2,255   | I  | Held in 401(k) account                                |

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

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SEC 1474 (9-02)

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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 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 |
| 2008 Restricted Stock Units <sup>(1)</sup>    | \$ 0   |                                      |  |                                |   | 12/11/2009 <sup>(2)</sup>                                | 12/11/2018  | Class A Common Stock | 3,25                       |
| 2009 Restricted Stock Units <sup>(1)</sup>    | \$ 0   |                                      |  |                                |   | 12/11/2010 <sup>(2)</sup>                                | 12/11/2019  | Class A Common Stock | 5,59                       |
| Perf Based RSUs 3-16-10                       | \$ 0   |                                      |  |                                |   | 12/31/2012   | 12/31/2012  | Class A Common Stock | 5,63                       |
| March 2011 Employee RSU Grant                 | \$ 0   |                                      |  |                                |   | 03/02/2012   | 03/02/2021  | Class A Common Stock | 4,02                       |
| Non-Statutory Stock Option 3-3-2011 - \$48.50 | \$ 48.5  |                                      |  |                                |   | 03/02/2012   | 03/02/2021  | Class A Common Stock | 4,61                       |
| Perf Based RSU 3-2-2011                       | \$ 0   |                                      |  |                                |   | 12/31/2013   | 03/02/2021  | Class A Common Stock | 3,51                       |

## Reporting Owners

| Reporting Owner Name / Address                                   | Relationships |           |                        |       |
|--|---------------|-----------|------------------------|-------|
|  | Director      | 10% Owner | Officer                | Other |
| Ciotti George W<br>1999 BROADWAY, SUITE 3700<br>DENVER, CO 80202 |               |           | VP of Corp Development |       |

## Signatures

Kenneth A. Olson Under POA for George W.  
Ciotti

10/03/2011

\_\_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) Restricted Stock Units vest 25% per year from date of grant.

(3) Shares of Common Stock acquired by the reporting person in the Company's 401(k) Plan. All transactions were at market and were non-discretionary.

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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