

Ayers William B
Form 4
March 06, 2013

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Ayers William B

(Last) (First) (Middle)

C/O BERRY PETROLEUM
COMPANY, 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)

03/04/2013

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 Human Resources

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 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)
				(A) or (D)			
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	03/05/2013		S	300	D \$ 46.39 20,210	D	

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Common
Stock

Class A Common Stock	03/05/2013	S	100	D	\$ 46.391	20,110	D
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Class A Common Stock	03/05/2013	S	104	D	\$ 46.411	20,006	D
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Class A Common Stock	03/05/2013	S	300	D	\$ 46.412	19,706	D
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Class A Common Stock	03/05/2013	S	100	D	\$ 46.42	19,606	D
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Class A Common Stock	03/05/2013	S	700	D	\$ 46.432	18,906	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 Underlying Security (Instr. 3 and 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
Nonstatutory Stock Option 12-15-06	\$ 32.565					12/15/2007	12/14/2016	Class A Common Stock	5,000
NSO 2007	\$ 43.61					12/14/2008	12/13/2017	Class A Common	6,800

										Stock
Non-Statutory Stock Option 3-2-2011 - \$48.50	\$ 48.5					03/02/2014	03/02/2021	Class A Common Stock	2,3	
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	3,0	
Perf Based RSUs 3-16-10	\$ 0	03/04/2013	M	1,048 (3)	12/31/2012	12/31/2012		Class A Common Stock	3,0	
March 2011 Employee RSU Grant	\$ 0	03/04/2013	M	3,093 (1)	03/02/2012	03/02/2021		Class A Common Stock	3,0	
2009 Restricted Stock Units	\$ 0	03/04/2013	M	1,773 (1)	12/11/2010	12/11/2019		Class A Common Stock	7,0	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ayers William B C/O BERRY PETROLEUM COMPANY 1999 BROADWAY, SUITE 3700 DENVER, CO 80202			VP of Human Resources	

Signatures

Kenneth A. Olson under POA for W. B. Ayers 03/06/2013

__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) 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.

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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