

BUSCH RALPH B III  
 Form 4/A  
 October 17, 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 \*  
**BUSCH RALPH B III**

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)  
**C/O BERRY PETROLEUM COMPANY, 1999 BROADWAY, SUITE 3700**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**10/02/2012**

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

**DENVER, CO 80202**

4. If Amendment, Date Original Filed(Month/Day/Year)  
**10/04/2012**

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V   | Amount  | (D)  | Price                                      |
| Class A Common Stock            |                                      |  |                                |   | 129,452   | D  |  |
| Class A Common Stock            |                                      |  |                                |   | 70,000  | I  | As Co-Trustee of Charitable Trust          |
| Class A Common Stock            |                                      |  |                                |   | 123,500   | I  | As Co-Trustee of Union                     |

|                            |            |  |     |                      |   |             |   |   |
|----------------------------|------------|--|-----|----------------------|---|-------------|---|---|
| Class A<br>Common<br>Stock |            |  |     |                      |   | 6,500       | I | Bank Trust<br>Shares<br><br>Busch<br>Family<br>Foundation |
| Class A<br>Common<br>Stock | 10/02/2012 |  | G V | <u>12,298</u><br>(5) | A | \$ 0 26,824 | I | As<br>Custodian<br>for Minor<br>Children                  |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5.<br>Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and Expiration<br>Date<br>(Month/Day/Year) | 7. Title and Amount<br>Underlying Security<br>(Instr. 3 and 4) |
|---|---|---|---|---|---|--|--|
|   |   |   |   | Code V (A) (D)                          |   | Date Exercisable    Expiration Date                            | Title    Amount<br>or<br>Number<br>of Shares                   |
| Nonstatutory<br>Stock<br>Options<br>12-2-02         | \$ 8.07   |   |   |   |   | 12/02/2002    12/02/2012                                       | Class A<br>Common<br>Stock    10,000                           |
| Nonstatutory<br>Stock<br>Options<br>12-2-03         | \$ 9.61   |   |   |   |   | 12/02/2003    12/02/2013                                       | Class A<br>Common<br>Stock    10,000                           |
| Nonstatutory<br>Stock<br>Options<br>12-2-04         | \$ 21.77  |   |   |   |   | 12/02/2004    12/02/2014                                       | Class A<br>Common<br>Stock    10,000                           |
| Nonstatutory<br>Stock Option<br>12-15-05            | \$ 30.645   |   |   |   |   | 12/15/2005    12/15/2015                                       | Class A<br>Common<br>Stock    10,000                           |

| Instrument                                | Value               | Grant Date                | Expiration Date           | Class                | Quantity |
|---|---------------------|---------------------------|---------------------------|----------------------|----------|
| Phantom Stock Units <sup>(1)</sup>        | \$ 0 <sup>(1)</sup> | 08/08/1988 <sup>(2)</sup> | 08/08/1988 <sup>(2)</sup> | Class A Common Stock | 46,4     |
| Nonstatutory Stock Option 12-15-06        | \$ 32.565           | 12/15/2006                | 12/14/2016                | Class A Common Stock | 10,0     |
| 2007 Restricted Stock Unit <sup>(1)</sup> | \$ 0 <sup>(3)</sup> | 01/01/2008 <sup>(4)</sup> | 12/13/2017                | Class A Common Stock | 1,0      |
| NSO 2007                                  | \$ 43.61            | 12/14/2007                | 12/13/2017                | Class A Common Stock | 3,9      |
| March 2011 Director RSU <sup>(1)</sup>    | \$ 0 <sup>(3)</sup> | 03/02/2011 <sup>(4)</sup> | 03/02/2021                | Class A Common Stock | 2,4      |
| March 2 2012 Director RSU Grant           | \$ 0                | 03/02/2012                | 03/02/2022                | Class A Common Stock | 2,2      |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| BUSCH RALPH B III<br>C/O BERRY PETROLEUM COMPANY<br>1999 BROADWAY, SUITE 3700<br>DENVER, CO 80202 |               |           |         |       |

## Signatures

|   |            |
|---|------------|
| Kenneth A Olson under POA for Ralph Busch | 10/17/2012 |
| **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) 1 for 1
- (2) Phantom Stock Units acquired under the Company's Non-Employee Director Deferred Compensation Plan in a transaction exempt under Rule 16b-3(c). Shares of Common Stock are issued under terms of the Plan upon resignation from the board of directors.
- (3) Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock
- (4) The RSU is subject to a deferral election. Shares of Class A Common Stock will be delivered to the reporting person as per the terms of the deferral election.
- (5) Gifted Shares Received

**Remarks:**

This Form 4 is being filed to adjust the holdings of the minor children to actual shares held as of 10-2-2012. It excludes shares formerly included for children who are no longer minor children.

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.