

Ayers William B
Form 4
March 06, 2013

FORM 4

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

OMB APPROVAL

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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 *
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 (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)
				(A) or (D)	Price		
				Code	V	Amount	
Class A Common Stock	03/04/2013		M	1,956	A	\$ 46.05	15,644 D
Class A Common Stock	03/04/2013		M	<u>3,093</u> ⁽¹⁾	A	\$ 46.05	18,737 D
Class A Common Stock	03/04/2013		M	<u>1,773</u> ⁽¹⁾	A	\$ 46.05	20,510 D
Class A Common Stock	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
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

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

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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 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

