

BUSCH RALPH B III  
Form 4  
October 04, 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

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

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

(Street)

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

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

DENVER, CO 80202

(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)
				(A) or (D)	Price		
				Code	V	Amount	
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

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Class A Common Stock						6,500	I	Bank Trust Shares Busch Family Foundation
Class A Common Stock	10/02/2012		G V	<u>27,328</u> (5)	A	\$ 0 41,854	I	As Custodian for Minor Children

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 Security (Instr. 3 and 4)
Nonstatutory Stock Options 12-2-02	\$ 8.07					Date Exercisable: 12/02/2002 Expiration Date: 12/02/2012	Class A Common Stock 10,000
Nonstatutory Stock Options 12-2-03	\$ 9.61					Date Exercisable: 12/02/2003 Expiration Date: 12/02/2013	Class A Common Stock 10,000
Nonstatutory Stock Options 12-2-04	\$ 21.77					Date Exercisable: 12/02/2004 Expiration Date: 12/02/2014	Class A Common Stock 10,000
Nonstatutory Stock Option 12-15-05	\$ 30.645					Date Exercisable: 12/15/2005 Expiration Date: 12/15/2015	Class A Common Stock 10,000

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Description	Value	Start Date	End Date	Class	Quantity
Phantom Stock Units (1)	\$ 0 (1)	08/08/1988(2)	08/08/1988(2)	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 (1)	\$ 0 (3)	01/01/2008(4)	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 (1)	\$ 0 (3)	03/02/2011(4)	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  
 C/O BERRY PETROLEUM COMPANY  
 1999 BROADWAY, SUITE 3700  
 DENVER, CO 80202

## Signatures

Kenneth A Olson under POA for Ralph Busch

10/04/2012

\*\*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

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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