

HEINEMANN ROBERT  
Form 4  
January 10, 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 \*  
**HEINEMANN ROBERT**

(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)  
**01/09/2012**

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)  
**President and CEO**

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V Amount (A) or (D) Price   |   |  |   |
| Class A Common Stock            |                                      |  |                                |   | 13,369  | I  | Held in 401(k) Plan                                   |
| Class A Common Stock            | 01/09/2012                           |  | M                              | 5,962 (8) A \$ 44.395   | 168,192   | D  |   |
| Class A Common Stock            | 01/10/2012                           |  | S                              | 1,526 (10) D \$ 44.821  | 166,666   | D  |   |
| Class A Common Stock            | 01/10/2012                           |  | S                              | 100 D \$  | 166,566   | D  |   |

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Common (10) 44.824  
Stock

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 Underlying Security (Instr. 3 and 4) |                      |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date                                   | Title                |
| Nonstatutory Stock Option 6-16-04          | \$ 14.375  |                                      |  |                                |   | 06/16/2005   | 06/16/2014  | Class A Common Stock |
| Nonstatutory Stock Option 11-23-04         | \$ 21.58   |                                      |  |                                |   | 11/23/2005   | 11/23/2014  | Class A Common Stock |
| Nonstatutory Stock Option 12-15-05         | \$ 30.645  |                                      |  |                                |   | 12/15/2006   | 12/15/2015  | Class A Common Stock |
| Phantom Stock Units <sup>(1)</sup>         | \$ 0   |                                      |  |                                |   | 08/08/1988   | 08/08/1988  | Class A Common Stock |
| Nonstatutory Stock Option 12-15-06         | \$ 32.565  |                                      |  |                                |   | 12/15/2007   | 12/14/2016  | Class A Common Stock |
| NSO 2007                                   | \$ 43.61   |                                      |  |                                |   | 12/14/2008   | 12/13/2017  | Class A Common Stock |
| 2008 Restricted Stock Units <sup>(1)</sup> | \$ 0 <sup>(3)</sup>                                    |                                      |  |                                |   | 12/12/2009 <sup>(4)</sup>                                | 12/11/2018 <sup>(5)</sup>                         | Class A Common Stock |
| 2009 Restricted Stock Units                | \$ 0   |                                      |  |                                |   | 12/11/2010   | 12/11/2019  | Class A Common Stock |



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Per the Agreement this is the maximum number of performance based RSUs that may be received if all performance factors are achieved as outlined in the Form 8-K dated March 18, 2010.

- (8) Issuance of shares from previous RSU grant based on meeting terms and timing of deferral election.
- (9) Issuance of 20% of RSU shares per deferral election in place at date of grant.
- (10) Shares sold to cover tax liability of issuance of deferred RSU shares.

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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