

BUSH WILLIAM E JR
 Form 4
 March 09, 2011

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 *
BUSH WILLIAM E JR

(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)
03/09/2011

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)

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 Ownership (Instr. 4)	
Class A Common Stock				(A) or (D)	Price		As Custodian for minor grandchildren	
			Code	V	Amount			
Class A Common Stock	03/09/2011		M		5,800	A	\$ 30.645 179,796	D
Class A Common Stock	03/09/2011		S		100	D	\$ 49.31 179,696	D
Class A Common Stock	03/09/2011		S		500	D	\$ 49.34 179,196	D

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Common Stock							
Class A Common Stock	03/09/2011	S	2,100	D	\$ 49.35	177,096	D
Class A Common Stock	03/09/2011	S	400	D	\$ 49.355	176,696	D
Class A Common Stock	03/09/2011	S	300	D	\$ 49.37	176,396	D
Class A Common Stock	03/09/2011	S	200	D	\$ 49.3725	176,196	D
Class A Common Stock	03/09/2011	S	100	D	\$ 49.3775	176,096	D
Class A Common Stock	03/09/2011	S	500	D	\$ 49.4	175,596	D
Class A Common Stock	03/09/2011	S	100	D	\$ 49.43	175,496	D
Class A Common Stock	03/09/2011	S	100	D	\$ 49.46	175,396	D
Class A Common Stock	03/09/2011	S	200	D	\$ 49.47	175,196	D
Class A Common Stock	03/09/2011	S	300	D	\$ 49.58	174,896	D
Class A Common Stock	03/09/2011	S	200	D	\$ 49.59	174,696	D
Class A Common Stock	03/09/2011	S	100	D	\$ 49.63	174,596	D
Class A Common Stock	03/09/2011	S	100	D	\$ 49.6425	174,496	D
Class A Common Stock	03/09/2011	S	100	D	\$ 49.675	174,396	D

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Class A Common Stock	03/09/2011	S	100	D	\$ 49.71	174,296	D
Class A Common Stock	03/09/2011	S	100	D	\$ 49.72	174,196	D
Class A Common Stock	03/09/2011	S	100	D	\$ 49.76	174,096	D
Class A Common Stock	03/09/2011	S	100	D	\$ 49.78	173,996	D

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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Nonstatutory Stock Option 12-15-06	\$ 32.565					12/15/2006	12/14/2016	Class A Common Stock
2007 Restricted Stock Unit ⁽¹⁾	\$ 0					01/01/2008 ⁽²⁾	12/13/2017 ⁽³⁾	Class A Common Stock
NSO 2007	\$ 43.61					12/14/2007	12/13/2017	Class A Common Stock
Phantom Stock Units	\$ 0					08/08/1988	08/08/1988	Class A Common Stock
	\$ 0					03/02/2011	03/02/2021	

March 2011
Director RSU

Class A
Common
Stock

Nonstatutory Stock Option 12-15-05	\$ 30.645	03/09/2011		M	5,800	12/15/2005	12/15/2015	Class A Common Stock
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

BUSH WILLIAM E JR
C/O BERRY PETROLEUM COMPANY
1999 BROADWAY, SUITE 3700
DENVER, CO 80202

Signatures

Kenneth A Olson under POA for William Bush	03/09/2011
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**Signature of Reporting Person	Date
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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) The RSU granted is 100% vested at the date of grant but the receipt of shares are subject to a deferral period which is generally at least four years from the grant date as per the deferral election.
 - (3) 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.

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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