

Ciotti George W
 Form 5
 February 06, 2012

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
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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).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
 Ciotti George W
 (Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
 BERRY PETROLEUM CO [BRY]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

1999 BROADWAY, SUITE 3700
 (Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2011

____ Director _____ 10% Owner
 ____ Officer (give title below) ____ Other (specify below)
 VP of Rocky Mtn Prod

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

6. Individual or Joint/Group Reporting
 (check applicable line)

DENVER, CO 80202
 (City) (State) (Zip)

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) | (A) or (D) | Price | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|-------|--|--|-----------------------------------|
| Class A Common Stock | | | | | | | 2,444 | I | Held in 401(k) account |
| Class A Common Stock | 12/31/2011 | | A | 36 (3) | A | \$ 0 | 7,702 | D | |

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

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SEC 2270 (9-02)

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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) |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|
| 2008 Restricted Stock Units ⁽¹⁾ | \$ 0 | Â | Â | Â | Â Â | Date Exercisable: 12/11/2009 ⁽²⁾ Expiration Date: 12/11/2018 | Class A Common Stock |
| 2009 Restricted Stock Units ⁽¹⁾ | \$ 0 | Â | Â | Â | Â Â | Date Exercisable: 12/11/2010 ⁽²⁾ Expiration Date: 12/11/2019 | Class A Common Stock |
| Perf Based RSUs 3-16-10 | \$ 0 | Â | Â | Â | Â Â | Date Exercisable: 12/31/2012 Expiration Date: 12/31/2012 | Class A Common Stock |
| March 2011 Employee RSU Grant | \$ 0 | Â | Â | Â | Â Â | Date Exercisable: 03/02/2012 Expiration Date: 03/02/2021 | Class A Common Stock |
| Non-Statutory Stock Option 3-3-2011 - \$48.50 | \$ 48.5 | Â | Â | Â | Â Â | Date Exercisable: 03/02/2012 Expiration Date: 03/02/2021 | Class A Common Stock |
| Perf Based RSU 3-2-2011 | \$ 0 | Â | Â | Â | Â Â | Date Exercisable: 12/31/2013 Expiration Date: 03/02/2021 | Class A Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Ciotti George W 1999 BROADWAY, SUITE 3700 DENVER, CO 80202 | Â | Â | Â VP of Rocky Mtn Prod | Â |

Signatures

Kenneth A. Olson Under POA for George W.
Ciotti

02/06/2012

__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) Restricted Stock Units vest 25% per year from date of grant.
 - (3) Increase in shares from the reinvestment of dividends paid quarterly on common stock. All shares were purchased at market and were non-discretionary.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.