

Wolf David D  
Form 4  
January 11, 2013

**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 \*  
Wolf David D

(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)  
01/10/2013

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)  
Exec VP and CFO

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 Ownership (Instr. 4) |   |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (D)  | Price                                      |   |
| Class A Common Stock            |                                      |  |                                |   | 9   | I  | Held in the Company's 401(k) Plan          |   |
| Class A Common Stock            | 01/10/2013                           |  | S                              | 300   | D   | \$ 35.36   | 15,091                                     | D |
| Class A Common Stock            | 01/10/2013                           |  | S                              | 200   | D   | \$ 35.39   | 14,891                                     | D |
| Class A Common Stock            | 01/10/2013                           |  | S                              | 362   | D   | \$ 35.4  | 14,529                                     | D |

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|                      |            |  |   |     |   |          |        |   |
|----------------------|------------|--|---|-----|---|----------|--------|---|
| Common Stock         |            |  |   |     |   |          |        |   |
| Class A Common Stock | 01/10/2013 |  | S | 154 | D | \$ 35.42 | 14,375 | D |
| Class A Common Stock | 01/10/2013 |  | S | 700 | D | \$ 35.43 | 13,675 | D |
| Class A Common Stock | 01/10/2013 |  | S | 100 | D | \$ 35.54 | 13,575 | 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 Amount of Underlying Security (Instr. 3 and 4) |                      |                |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------|----------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                | Am or Num of S |
| RSU 8-4-08 <sup>(1)</sup>                  | \$ 0   |                                      |  |                                |   | 08/04/2011 <sup>(2)</sup>                                | 08/03/2018 <sup>(3)</sup>                                   | Class A Common Stock | 18             |
| NSO  | \$ 41.18   |                                      |  |                                |   | 08/04/2011   | 08/03/2018  | Class A Common Stock | 89             |
| 2008 Restricted Stock Units <sup>(1)</sup> | \$ 0   |                                      |  |                                |   | 12/12/2009 <sup>(4)</sup>                                | 12/11/2018 <sup>(3)</sup>                                   | Class A Common Stock | 53             |
| 2009 Restricted Stock Units <sup>(1)</sup> | \$ 0   |                                      |  |                                |   | 12/11/2010 <sup>(4)</sup>                                | 12/11/2019 <sup>(3)</sup>                                   | Class A Common Stock | 41             |



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- (4) The RSU granted vest 25% per year beginning one year after grant but the receipt of shares are subject to a deferral period which is generally at least four years from grant date as per the deferral election.

### **Remarks:**

All shares sold were to cover the tax obligation from the previous days restricted stock unit share issuance.

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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