

BUSCH RALPH B III
Form 4
December 27, 2011

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)
12/27/2011

____ 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Class A Common Stock | | | | (A) or (D) | | | As Co-Trustee of Charitable Trust |
| Class A Common Stock | | | | (A) or (D) | | | As Co-Trustee of Union Bank Trust Shares |
| Class A Common | 12/27/2011 | | A ⁽⁵⁾ | V 1,000 A \$ 0 | 7,250 | I | Busch Family |

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| Stock | | | | | | | | | Foundation | |
|----------------------------|------------|--|------------------|---|-------|---|------|---------|------------|--|
| Class A Common Stock | 12/27/2011 | | A ⁽⁶⁾ | V | 1,000 | A | \$ 0 | 14,432 | I | As Custodian for Minor Children |
| Class A Common Stock | 12/27/2011 | | G ⁽⁷⁾ | V | 1,000 | D | \$ 0 | 141,185 | D | |
| Class A Common Stock | 12/27/2011 | | G ⁽⁸⁾ | V | 1,000 | D | \$ 0 | 140,185 | 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 Underlying Security (Instr. 3 and 4) | Amount or Number of Shares |
|---|---|---|---|---|---|---|--|-------------------------------------|
| 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 |
| | \$ 30.645 | | | | | Date Exercisable 12/15/2005 Expiration Date 12/15/2015 | | 10,000 |

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- (6) Shares gifted by filer to minor children
- (7) Shares gifted to children of filer
- (8) Shares gifted to Busch Family Foundation

Remarks:

Voluntary reporting of gifting of shares by Mr. Busch within Form 4 direct and indirect ownership reporting guidelines. Net c

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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