

BUSCH RALPH B III  
Form 5  
January 12, 2012

**FORM 5**

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

OMB APPROVAL

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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 \*  
BUSCH RALPH B III  
  
(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)

C/O BERRY PETROLEUM COMPANY, 1999 BROADWAY, SUITE 3700  
  
(Street)

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

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below)  
\_\_\_\_ 10% Owner  
\_\_\_\_ Other (specify below)

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

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

6. Individual or Joint/Group Reporting  
  
(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)  (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 Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock	^	^	^	^	^	^	70,000	I	As Co-Trustee of Charitable Trust
Class A Common Stock	^	^	^	^	^	^	123,583	I	As Co-Trustee of Union Bank Trust

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									Shares
Class A Common Stock	Â	Â	Â	Â	Â	Â	7,250	I	Busch Family Foundation
Class A Common Stock	12/30/2011	Â	A	20 <sup>(5)</sup>	A	\$ 0	140,468	D	Â
Class A Common Stock	12/30/2011	Â	A	94 <sup>(5)</sup>	A	\$ 0	14,526	I	As Custodian for Minor Children

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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)
					(A) (D)	Date Exercisable Expiration Date	Title
Nonstatutory Stock Options 12-2-02	\$ 8.07	Â	Â	Â	Â Â	12/02/2002 12/02/2012	Class A Common Stock
Nonstatutory Stock Options 12-2-03	\$ 9.61	Â	Â	Â	Â Â	12/02/2003 12/02/2013	Class A Common Stock
Nonstatutory Stock Options 12-2-04	\$ 21.77	Â	Â	Â	Â Â	12/02/2004 12/02/2014	Class A Common Stock
Nonstatutory Stock Option 12-15-05	\$ 30.645	Â	Â	Â	Â Â	12/15/2005 12/15/2015	Class A Common Stock

