

BUSCH RALPH B III

Form 4/A

October 17, 2012

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
BUSCH RALPH B III

(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)

10/02/2012

4. If Amendment, Date Original
Filed(Month/Day/Year)
10/04/2012

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)
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(A) or Disposed of Code (Instr. 8)	4. Securities Acquired (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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Class A Common Stock					129,452	D	
Class A Common Stock					70,000	I	As Co-Trustee of Charitable Trust
Class A Common Stock					123,500	I	As Co-Trustee of Union

										Bank Trust Shares
Class A Common Stock							6,500	I	Busch Family Foundation	
Class A Common Stock	10/02/2012		G	V	<u>12,298</u> (5)	A	\$ 0 26,824	I	As Custodian for Minor Children	

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					12/02/2002 12/02/2012	Class A Common Stock	10,000
Nonstatutory Stock Options 12-2-03	\$ 9.61					12/02/2003 12/02/2013	Class A Common Stock	10,000
Nonstatutory Stock Options 12-2-04	\$ 21.77					12/02/2004 12/02/2014	Class A Common Stock	10,000
Nonstatutory Stock Option 12-15-05	\$ 30.645					12/15/2005 12/15/2015	Class A Common Stock	10,000

Phantom Stock Units	\$ 0 ⁽¹⁾	08/08/1988 ⁽²⁾	08/08/1988 ⁽²⁾	Class A Common Stock	46,4
Nonstatutory Stock Option	\$ 32.565	12/15/2006	12/14/2016	Class A Common Stock	10,0
2007 Restricted Stock Unit ⁽¹⁾	\$ 0 ⁽³⁾	01/01/2008 ⁽⁴⁾	12/13/2017	Class A Common Stock	1,0
NSO 2007	\$ 43.61	12/14/2007	12/13/2017	Class A Common Stock	3,9
March 2011 Director RSU	\$ 0 ⁽³⁾	03/02/2011 ⁽⁴⁾	03/02/2021	Class A Common Stock	2,4
March 2 2012 Director RSU Grant	\$ 0	03/02/2012	03/02/2022	Class A Common Stock	2,2

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BUSCH RALPH B III C/O BERRY PETROLEUM COMPANY 1999 BROADWAY, SUITE 3700 DENVER, CO 80202				

Signatures

Kenneth A Olson under POA for Ralph Busch 10/17/2012

 **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) Phantom Stock Units acquired under the Company's Non-Employee Director Deferred Compensation Plan in a transaction exempt under Rule 16b-3(c). Shares of Common Stock are issued under terms of the Plan upon resignation from the board of directors.

(3) Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock

(4) 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.

(5) Gifted Shares Received

Remarks:

This Form 4 is being filed to adjust the holdings of the minor children to actual shares held as of 10-2-2012. It excludes shares formerly included for children who are no longer minor children.

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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