JAMIESON THOMAS J

Form 4

March 02, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB

OMB APPROVAL

Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

January 31, 2005

0.5

Estimated average burden hours per

response...

if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

JAMIESON THOMAS J			Symbol BERRY PETROLEUM CO [BRY]						Issuer				
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)				Director	(Check all applicable) Director 10% Owner					
C/O BERRY PETROLEUM COMPANY, 1999 BROADWAY, SUITE 3700			03/02/2012						Officer (g	ive title below)	Other (specify		
	(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						
DENVER,							Form filed by More than One Reporting Person						
(City)	(State)	(Zip)	Tabl	e I - Non	-Deriva	tive S	Securi	ities A	cquired, Disposed	l of, or Benefic	ially Owned		
1.Title of Security (Instr. 3)	2. Transaction D (Month/Day/Ye:	ar) Execution	med on Date, if Day/Year)	3. Transac Code (Instr. 8	tionAcq Disp) (Inst	oosed tr. 3, 4)	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)		
Class A Common Stock									33,800	I	Owned by corporation		
Class A Common Stock									88,000	D			
Class A Common Stock									25,000	I	Owned by partnership		
Class A									138,062	I	Owned by		

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Common Trust Stock

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

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SEC 1474

(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)	Code	5. Number one Derivat Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	of	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and An Underlying Sec (Instr. 3 and 4)
				Code V	(A) ((D)	Date Exercisable	Expiration Date	Title O
Nonstatutory Stock Options 12-2-04	\$ 21.77						12/02/2004	12/02/2014	Class A Common Stock
Nonstatutory Stock Option 12-15-05	\$ 30.645						12/15/2005	12/15/2015	Class A Common Stock
Phantom Stock Units	\$ 0 (1)						08/08/1988(2)	08/08/1988(2)	Class A Common Stock
Nonstatutory Stock Option 12-15-06	\$ 32.565						12/15/2006	12/14/2016	Class A Common Stock
2007 Restricted Stock Unit (1)	\$ 0 (3)						01/01/2008(4)	12/13/2017	Class A Common Stock
NSO 2007	\$ 43.61						12/14/2007	12/13/2017	Class A Common Stock
March 2011 Director RSU	\$ 0 (3)						03/02/2011(4)	03/02/2021	Class A Common Stock
	\$ 0 (3)	03/02/2012		A			03/02/2012(5)	03/02/2022	

2,264

(5)

March 2
2012
Director RSU
Grant (1)

Class A Common Stock

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

JAMIESON THOMAS J C/O BERRY PETROLEUM COMPANY 1999 BROADWAY, SUITE 3700 DENVER, CA 80202

Signatures

Kenneth A Olson under POA for Thomas Jamieson

03/02/2012

**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) Grant of Restricted Stock Unit (RSU) under the Company's 2005 Equity Incentive Plan in a transaction exempt under Rule 16b-3(c). RSUs are 100% vested on date of grant but are subject to an individual deferral election on behalf of the Director.

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

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