

BUSCH RALPH B III  
 Form 4  
 November 15, 2012

**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**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**11/15/2012**

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

**DENVER, CO 80202**

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

6. Individual or Joint/Group Filing (Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  |                                | (A) or (D)<br>Code V Amount (D) Price                             |   |  |  |
| 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   |
|                                 |                                      |  |                                |   | 6,500   | I  |  |

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|                            |            |   |                      |   |               |         |   |  |
|----------------------------|------------|---|----------------------|---|---------------|---------|---|--|
| Class A<br>Common<br>Stock |            |   |                      |   |               |         |   | Busch<br>Family<br>Foundation            |
| Class A<br>Common<br>Stock |            |   |                      |   |               | 26,824  | I | As<br>Custodian<br>for Minor<br>Children |
| Class A<br>Common<br>Stock | 11/15/2012 | M | <u>10,000</u><br>(5) | A | \$ 8.07       | 139,452 | D |  |
| Class A<br>Common<br>Stock | 11/15/2012 | S | 800                  | D | \$<br>30.8188 | 138,652 | D |  |
| Class A<br>Common<br>Stock | 11/15/2012 | S | 700                  | D | \$ 30.84      | 137,952 | D |  |
| Class A<br>Common<br>Stock | 11/15/2012 | S | 923                  | D | \$<br>30.8433 | 137,029 | D |  |
| Class A<br>Common<br>Stock | 11/15/2012 | S | 200                  | D | \$ 30.845     | 136,829 | D |  |
| Class A<br>Common<br>Stock | 11/15/2012 | S | 600                  | D | \$ 30.85      | 136,229 | D |  |
| Class A<br>Common<br>Stock | 11/15/2012 | S | 100                  | D | \$ 30.855     | 136,129 | D |  |
| Class A<br>Common<br>Stock | 11/15/2012 | S | 300                  | D | \$ 30.86      | 135,829 | D |  |
| Class A<br>Common<br>Stock | 11/15/2012 | S | 400                  | D | \$ 30.87      | 135,429 | D |  |
| Class A<br>Common<br>Stock | 11/15/2012 | S | 300                  | D | \$ 30.875     | 135,129 | D |  |
| Class A<br>Common<br>Stock | 11/15/2012 | S | 400                  | D | \$ 30.88      | 134,729 | D |  |
| Class A<br>Common<br>Stock | 11/15/2012 | S | 100                  | D | \$ 30.885     | 134,629 | D |  |

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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 Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Nonstatutory Stock Options 12-2-03         | \$ 9.61  |                                      |  |                                |   | 12/02/2003 12/02/2013                                    | Class A Common Stock                              |
| 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 <u>(1)</u>             | \$ 0 <u>(1)</u>  |                                      |  |                                |   | 08/08/1988 <sup>(2)</sup> 08/08/1988 <sup>(2)</sup>      | 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 <u>(1)</u>      | \$ 0 <u>(3)</u>  |                                      |  |                                |   | 01/01/2008 <sup>(4)</sup> 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 <u>(1)</u>         | \$ 0 <u>(3)</u>  |                                      |  |                                |   | 03/02/2011 <sup>(4)</sup> 03/02/2021                     | Class A Common Stock                              |
|  | \$ 0   |                                      |  |                                |   | 03/02/2012 03/02/2022                                    |   |

March 2  
2012  
Director RSU  
Grant

Class A  
Common  
Stock

Nonstatutory  
Stock  
Options  
12-2-02

\$ 8.07

11/15/2012

M

10,000  
(5)

12/02/2002

12/02/2012

Class A  
Common  
Stock

## Reporting Owners

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

## Signatures

Kenneth A Olson under POA for Ralph  
Busch

11/15/2012

\_\_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) Options exercised and shares sold under a 10b5-1 Plan established by filer.

### Remarks:

Options exercised and shares sold under a 10b5-1 Plan.

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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