

Ciotti George W  
 Form 4  
 December 14, 2010

**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 \*  
 Ciotti George W

(Last) (First) (Middle)  
 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)  
 12/11/2010

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 \_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
 VP of Corp Development

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 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Class A Common Stock	12/11/2010		M		1,866 (1) \$ 41.195	4,674	D
Class A Common Stock	12/12/2010		J		32 (3) \$ 0	1,625	I Held in 401(k) account
Class A Common Stock	12/12/2010		M		1,625 (4) \$ 41.195	6,299	D
Class A Common	12/14/2010		S		487 (6) \$ 43.04	5,812	D

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Stock

Class A

Common 12/14/2010 S 556 <sup>(7)</sup> D \$ 43.3 5,256 D  
Stock

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

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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 Securities (Instr. 3 and 4)	Amount or Number of Shares
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
Perf Based RSUs 3-16-10	\$ 0					12/31/2012 12/31/2012	Class A Common Stock	5,633
2009 Restricted Stock Units	\$ 0	12/11/2010		M	1,866 <sup>(2)</sup>	12/11/2010 12/11/2019	Class A Common Stock	7,465
2008 Restricted Stock Units	\$ 0	12/12/2010		M	1,625 <sup>(5)</sup>	12/11/2009 12/11/2018	Class A Common Stock	4,875

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Ciotti George W  
1999 BROADWAY, SUITE 3700  
DENVER, CO 80202

VP of Corp Development

## Signatures

Kenneth A. Olson Under POA for George W.  
Ciotti

12/14/2010

\_\_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) Vested shares issued pursuant to Rule 16b-3 plan.
- (2) Vested shares issued pursuant to Rule 16b-3 plan.
- (3) Shares of Common Stock acquired by the reporting person in the Company's 401(k) Plan. All transactions were at market and were non-discretionary.
- (4) Vested shares issued pursuant to Rule 16b-3 plan.
- (5) Vested shares issued pursuant to Rule 16b-3 plan.
- (6) Shares sold to cover taxes on RSU vesting under Rule 16b-3 Plan.
- (7) Shares sold to cover taxes on RSU vesting under Rule 16b-3 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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