

BUSCH RALPH B III
Form 4
January 23, 2013

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

3. Date of Earliest Transaction (Month/Day/Year)
01/23/2013

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

(Street)
DENVER, CO 80202

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
___ 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) | Price | | |
| Class A Common Stock | | | | | 218,911 | D | |
| Class A Common Stock | | | | | 123,500 | I | As Co-Trustee of Union Bank Trust Shares |
| Class A Common Stock | | | | | 29,425 | I | As Custodian for Minor |

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| | | | | | | | | | |
|----------------------------|------------|------------------|---|--------|---|------|--------|---|---|
| Class A Common Stock | 01/23/2013 | J ⁽⁵⁾ | V | 70,000 | A | \$ 0 | 76,500 | I | Children Busch Family Foundation |
| Class A Common Stock | 01/23/2013 | J ⁽⁶⁾ | V | 70,000 | D | \$ 0 | 0 | I | As Co-Trustee of Charitable Trust |

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 | 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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|---------------------|---|---|---|----------------------------|
| Nonstatutory Stock Options 12-2-03 | \$ 9.61 | | | | | Date Exercisable: 12/02/2003 Expiration Date: 12/02/2013 | Class A Common Stock | 10,000 |
| Nonstatutory Stock Options 12-2-04 | \$ 21.77 | | | | | Date Exercisable: 12/02/2004 Expiration Date: 12/02/2014 | Class A Common Stock | 10,000 |
| Nonstatutory Stock Option 12-15-05 | \$ 30.645 | | | | | Date Exercisable: 12/15/2005 Expiration Date: 12/15/2015 | Class A Common Stock | 10,000 |
| Phantom Stock Units ⁽¹⁾ | \$ 0 ⁽¹⁾ | | | | | Date Exercisable: 08/08/1988 ⁽²⁾ Expiration Date: 08/08/1988 ⁽²⁾ | Class A Common Stock | 47,100 |
| | \$ 32.565 | | | | | Date Exercisable: 12/15/2006 Expiration Date: 12/14/2016 | | 10,000 |

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This Form 4 is being filed to report the transfer of 70,000 shares for Mr. Busch from the Charitable Remainder Trust to the Bu

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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