BUSCH RALPH B III
Form 4
November 15, 2010

FORM 4

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

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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(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)
11/15/2010

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)

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								80,000	I	As Co-Trustee of Charitable Trust
Class A Common Stock								124,665	I	As Co-Trustee of Union Bank Trust Shares
								6,000	I	

Class A Common Stock								Busch Family Foundation
Class A Common Stock						10,432	I	As Custodian for Minor Children
Class A Common Stock	11/15/2010		M	10,000	A	$ 7.8438	144,028	D	
Class A Common Stock	11/15/2010		S	837	D	$ 37.2	143,191	D	
Class A Common Stock	11/15/2010		S	100	D	$ 37.2043	143,091	D	
Class A Common Stock	11/15/2010		S	100	D	$ 37.21	142,991	D	
Class A Common Stock	11/15/2010		S	100	D	$ 37.23	142,891	D	
Class A Common Stock	11/15/2010		S	200	D	$ 37.24	142,691	D	
Class A Common Stock	11/15/2010		S	72	D	$ 37.2404	142,619	D	
Class A Common Stock	11/15/2010		S	200	D	$ 37.25	142,419	D	
Class A Common Stock	11/15/2010		S	500	D	$ 37.29	141,919	D	

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 A Underlying Se (Instr. 3 and 4
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Nonstatutory Stock Options 12-2-01	$ 7.725							12/02/2001	12/02/2011	Class A Common Stock
Nonstatutory Stock Options 12-2-02	$ 8.07							12/02/2002	12/02/2012	Class A Common Stock
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 (1)	$ 0 (2)							08/08/1988(3)	08/08/1988(4)	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 (5)	$ 0							01/01/2008(6)	12/13/2017(7)	Class A Common Stock
NSO 2007	$ 43.61							12/14/2007	12/13/2017	Class A Common Stock
Nonstatutory Stock Options 12-2-2000	$ 7.8438	11/15/2010		M		10,000 (8)		12/02/2000	12/02/2010	Class A Common Stock

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	11/15/2010
**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) 1 for 1

(2) 1 for 1

(3) 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.

(4) 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.

(5) 1 for 1

(6) The RSU granted is 100% vested at the date of grant but the receipt of shares are subject to a deferral period which is generally at least four years from the grant date as per the deferral election.

(7) 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.

(8) Exercise of Stock Options in an existing 10b5-1 Trading Plan under the Company's equity plans in a transaction exempt under Rule 16b.

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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