Matson John R Form 3 May 17, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

OMB Number:

3235-0104

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF Expires:

January 31, 2005

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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 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement BERRY PETROLEUM CO [BRY] Matson John R (Month/Day/Year) 05/17/2012 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) 1999 BROADWAY, SUITE (Check all applicable) 3700 (Street) 6. Individual or Joint/Group 10% Owner Director Officer _ Other Filing(Check Applicable Line) (give title below) (specify below) _X_ Form filed by One Reporting Vice President Person DENVER, COÂ 80202 Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 4. Nature of Indirect Beneficial 1. Title of Security 2. Amount of Securities Beneficially Owned Ownership Ownership (Instr. 4) (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (I) (Instr. 5) Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) owned directly or indirectly. Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	*	
		(Instr. 4)	Price of	Derivative	(Instr. 5)	
	Date Exercisable Expiration Date	Title Amount or Number of Shares	Security	Security: Direct (D) or Indirect		

						(Instr. 5)	
March 2, 2012 Employee RSU Grant	03/02/2013	03/02/2022	Class A Common Stock	5,187	\$ 0	D	Â
RSU 7-1-2011 (1)	07/01/2014(2)	07/01/2021	Class A Common	5,092	\$ 0	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships					
***	Director	10% Owner	Officer	Other		
Matson John R 1999 BROADWAY, SUITE 3700 DENVER, CO 80202	Â	Â	Vice President	Â		

Signatures

Kenneth A Olson under POA for John R
Matson

05/17/2012

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Restricted Stock Units vest 100% three years from date of grant. Shares of Class A Common Stock will be delivered to the reporting person at the time of vesting.

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Remarks:

Power of Attorney Form. Â Form 3 filing to report holdings for Mr. Matson as of May 17, 2012

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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