

BERRY PETROLEUM CO

Form 4

October 02, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
DUGINSKI MICHAEL

(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)
04/01/2013

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)
Exec. VP & COO

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 | 4. Securities Acquired or Disposed of (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) Code | (D) Amount or Price | | | | |
| Class A Common Stock | 04/01/2013 | | A | V | 75 ⁽⁵⁾ | A \$ 46.282 | 43,285 | D | |
| Class A Common Stock | 07/01/2013 | | A | V | 81 ⁽⁵⁾ | A \$ 42.49 | 43,366 | D | |
| Class A Common Stock | 09/30/2013 | | J | V | 951 ⁽⁶⁾ | A \$ 0 | 17,456 | I | Held in 401(k) Plan |
| Class A Common Stock | 09/30/2013 | | A | V | 81 ⁽⁵⁾ | A \$ 42.72 | 43,447 | D | |

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Common
Stock

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

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SEC 1474
(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 Amount of Underlying Security (Instr. 3 and 4) | Am or Nur of S | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------|----|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Nonstatutory Stock Option 12-05-03 | \$ 9.97 | | | | | 12/05/2004 | 12/05/2013 | Class A Common Stock | 20 |
| Nonstatutory Stock Option 11-23-04 | \$ 21.58 | | | | | 11/23/2005 | 11/23/2014 | Class A Common Stock | 70 |
| Nonstatutory Stock Option 12-15-05 | \$ 30.645 | | | | | 12/15/2006 | 12/15/2015 | Class A Common Stock | 50 |
| Nonstatutory Stock Option 12-15-06 | \$ 32.565 | | | | | 12/15/2007 | 12/14/2016 | Class A Common Stock | 56 |
| 2007 Restricted Stock Unit ⁽¹⁾ | \$ 0 ⁽²⁾ | | | | | 12/14/2008 ⁽³⁾ | 12/13/2017 ⁽⁴⁾ | Class A Common Stock | 7, |
| NSO 2007 | \$ 43.61 | | | | | 12/14/2008 | 12/13/2017 | Class A Common Stock | 36 |
| 2008 Restricted Stock Units ⁽¹⁾ | \$ 0 ⁽²⁾ | | | | | 12/12/2009 ⁽³⁾ | 12/11/2018 ⁽⁴⁾ | Class A Common Stock | 56 |

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| | | | | | |
|---|----------|------------|------------|----------------------|----|
| 2009 Restricted Stock Units | \$ 0 | 12/11/2010 | 12/11/2019 | Class A Common Stock | 42 |
| March 2011 Employee RSU Grant | \$ 0 | 03/02/2012 | 03/02/2021 | Class A Common Stock | 12 |
| Non-Statutory Stock Option 3-2-2011 - \$48.50 | \$ 48.5 | 03/02/2012 | 03/02/2021 | Class A Common Stock | 14 |
| Perf Based RSU 3-2-2011 | \$ 0 | 12/31/2013 | 03/02/2021 | Class A Common Stock | 11 |
| March 2, 2012 Employee RSU Grant | \$ 0 | 03/02/2013 | 03/02/2022 | Class A Common Stock | 8, |
| Non Statutory Stock Option 3-2-12 | \$ 53.02 | 03/02/2013 | 03/02/2022 | Class A Common Stock | 13 |
| Perf Based RSUs 3-2-12 | \$ 0 | 12/31/2014 | 03/02/2022 | Class A Common Stock | 10 |
| March 4, 2013 Employee RSU Grant | \$ 0 | 03/04/2014 | 03/04/2023 | Class A Common Stock | 27 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| DUGINSKI MICHAEL C/O BERRY PETROLEUM COMPANY 1999 BROADWAY, SUITE 3700 DENVER, CO 80202 | | | Exec. VP & COO | |

Signatures

Kenneth A Olson under POA for Michael Duginski 10/02/2013
 **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).

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- (2) Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock
- (3) The RSU granted vest 25% per year beginning one year after grant but the receipt of shares are subject to a deferral period which is generally at least four years from grant date as per the deferral election.
- (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) Increase in shares from the reinvestment of dividends paid quarterly on common stock. All shares were purchased at market and were non-discretionary.
- (6) 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.

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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