

BERRY PETROLEUM CO

Form 4

December 03, 2013

FORM 4

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

OMB APPROVAL

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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)
12/02/2013

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 (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 (D) Price			
Class A Common Stock					17,456	I	Held in 401(k) Plan
Class A Common Stock	12/02/2013		M	7,150 (5) A \$ 9.97	50,597	D	
Class A Common Stock	12/02/2013		S	7,150 (5) D \$ 50.1012	43,447	D	
Class A Common Stock	12/03/2013		M	1,000 A \$ 9.97	44,447	D	

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Common Stock				(5)			
Class A Common Stock	12/03/2013	S	600	(5)	D	\$ 50	43,847 D
Class A Common Stock	12/03/2013	S	400	(5)	D	\$ 50.0025	43,447 D

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 (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 Underlying Security (Instr. 3 and 4)	
						Date Exercisable	Expiration Date	Title
						Code	V (A)	(D)
Nonstatutory Stock Option 11-23-04	\$ 21.58					11/23/2005	11/23/2014	Class A Common Stock
Nonstatutory Stock Option 12-15-05	\$ 30.645					12/15/2006	12/15/2015	Class A Common Stock
Nonstatutory Stock Option 12-15-06	\$ 32.565					12/15/2007	12/14/2016	Class A Common Stock
2007 Restricted Stock Unit (1)	\$ 0 (2)					12/14/2008(3)	12/13/2017(4)	Class A Common Stock
NSO 2007	\$ 43.61					12/14/2008	12/13/2017	Class A Common Stock
2008 Restricted	\$ 0 (2)					12/12/2009(3)	12/11/2018(4)	Class A Common

Stock Units ⁽¹⁾									Stock
2009 Restricted Stock Units ⁽¹⁾	\$ 0 ⁽²⁾					12/11/2010 ⁽⁴⁾	12/11/2019 ⁽⁴⁾		Class A Common Stock
March 2011 Employee RSU Grant	\$ 0					03/02/2012	03/02/2021		Class A Common Stock
Non-Statutory Stock Option 3-2-2011 - \$48.50	\$ 48.5					03/02/2012	03/02/2021		Class A Common Stock
Perf Based RSU 3-2-2011	\$ 0					12/31/2013	03/02/2021		Class A Common Stock
March 2, 2012 Employee RSU Grant	\$ 0					03/02/2013	03/02/2022		Class A Common Stock
Non Statutory Stock Option 3-2-12	\$ 53.02					03/02/2013	03/02/2022		Class A Common Stock
Perf Based RSUs 3-2-12	\$ 0					12/31/2014	03/02/2022		Class A Common Stock
March 4, 2013 Employee RSU Grant	\$ 0					03/04/2014	03/04/2023		Class A Common Stock
Nonstatutory Stock Option 12-05-03	\$ 9.97	12/02/2013		M	7,150 ⁽⁵⁾	12/05/2004	12/05/2013		Class A Common Stock
Nonstatutory Stock Option 12-05-03	\$ 9.97	12/03/2013		M	1,000 ⁽⁵⁾	12/05/2004	12/05/2013		Class A Common Stock

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

12/03/2013

__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).
- (1) 1 for 1
- (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) Options exercised and shares sold under a 10b5-1 Plan established by filer.

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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