

BERRY PETROLEUM CO
Form 4
December 20, 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 *
Wolf David D

(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)
12/16/2013

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 and CFO

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Class A Common Stock	12/16/2013		D	(2)	33,193 \$ 0 0	D	
Class A Common Stock	12/16/2013		D	(2)	7,834 \$ 0 0	I	Held in the Company's 401(k) Plan

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

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number.

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)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Perf Based RSU 3-2-2011	\$ 0	12/16/2013		M	4,639 (1)	12/31/2013	03/02/2021	Class A Common Stock	10
Perf Based RSUs 3-2-12	\$ 0	12/16/2013		M	4,243 (1)	12/31/2014	03/02/2022	Class A Common Stock	9,
2008 Restricted Stock Units	\$ 0	12/16/2013		D	53,334 (3)	12/12/2009	12/11/2018	Class A Common Stock	53
2009 Restricted Stock Units	\$ 0	12/16/2013		D	41,053 (3)	12/11/2010	12/11/2019	Class A Common Stock	41
March 2, 2012 Employee RSU Grant	\$ 0	12/16/2013		D	11,317 (3)	03/02/2013	03/02/2022	Class A Common Stock	11
March 2011 Employee RSU Grant	\$ 0	12/16/2013		D	12,372 (3)	03/02/2012	03/02/2021	Class A Common Stock	12
March 4, 2013 Employee RSU Grant	\$ 0	12/16/2013		D	32,574 (3)	03/04/2014	03/04/2023	Class A Common Stock	32
Non Statutory Stock Option 3-2-12	\$ 53.02	12/16/2013		D	13,358 (4)	03/02/2013	03/02/2022	Class A Common Stock	13
Non-Statutory Stock Option 3-2-2011 - \$48.50	\$ 48.5	12/16/2013		D	14,198 (4)	03/02/2012	03/02/2021	Class A Common Stock	14
NSO	\$ 41.18	12/16/2013		D	89,084 (4)	08/04/2011	08/03/2018	Class A Common Stock	89

