

BERRY PETROLEUM CO  
Form 4  
October 18, 2013

**FORM 4**

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

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).

**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 \*  
O'Connor Davis O

(Last) (First) (Middle)  
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)  
10/16/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below)  
\_\_\_\_ 10% Owner  
\_\_\_\_ Other (specify below)  
VP General Counsel Secretary

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 Ownership (Instr. 4) |            |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|--------------------------------------------|------------|
|                                 |                                      |                                                    |                                | Code                                                              | V                                                                                             | Amount                                                   | (A) or (D)                                 | Price      |
| Class A Common Stock            | 10/16/2013                           |                                                    | S                              |                                                                   | 5,456<br>(1)                                                                                  | D                                                        |                                            | \$ 44.7901 |
|                                 |                                      |                                                    |                                |                                                                   | 12,235                                                                                        | D                                                        |                                            |            |

Reminder: Report on a separate line for each class of securities beneficially 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.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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| 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 | 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 Securities (Instr. 3 and 4) |                      |                            |
|-----------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|---------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|----------------------|----------------------------|
|                                               |                                                        |                                      |                                                    | Code                | V (A) (D)                                                                               | Date Exercisable                                         | Expiration Date                                               | Title                | Amount or Number of Shares |
| March 2011 Employee RSU Grant                 | \$ 0                                                   |                                      |                                                    |                     |                                                                                         | 03/02/2012                                               | 03/02/2021                                                    | Class A Common Stock | 2,276                      |
| Non-Statutory Stock Option 3-2-2011 - \$48.50 | \$ 48.5                                                |                                      |                                                    |                     |                                                                                         | 03/02/2012                                               | 03/02/2021                                                    | Class A Common Stock | 5,916                      |
| Perf Based RSU 3-2-2011                       | \$ 0                                                   |                                      |                                                    |                     |                                                                                         | 12/31/2013                                               | 03/02/2021                                                    | Class A Common Stock | 4,510                      |
| March 2, 2012 Employee RSU Grant              | \$ 0                                                   |                                      |                                                    |                     |                                                                                         | 03/02/2013                                               | 03/02/2022                                                    | Class A Common Stock | 5,077                      |
| Non Statutory Stock Option 3-2-12             | \$ 53.02                                               |                                      |                                                    |                     |                                                                                         | 03/02/2013                                               | 03/02/2022                                                    | Class A Common Stock | 7,514                      |
| Perf Based RSUs 3-2-12                        | \$ 0                                                   |                                      |                                                    |                     |                                                                                         | 12/31/2014                                               | 03/02/2022                                                    | Class A Common Stock | 5,569                      |
| March 4, 2013 Employee RSU Grant              | \$ 0                                                   |                                      |                                                    |                     |                                                                                         | 03/04/2014                                               | 03/04/2023                                                    | Class A Common Stock | 19,544                     |

## Reporting Owners

| Reporting Owner Name / Address                                    | Relationships |           |                              |       |
|-------------------------------------------------------------------|---------------|-----------|------------------------------|-------|
|                                                                   | Director      | 10% Owner | Officer                      | Other |
| O'Connor Davis O<br>1999 BROADWAY, SUITE 3700<br>DENVER, CO 80202 |               |           | VP General Counsel Secretary |       |

## Signatures

Kenneth A. Olson under POA for Davis  
O'Connor

10/18/2013

\_\_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) Shares sold to cover taxes on RSU vesting under Rule 16b-3 Plan.

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.