

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 \*  
Ciotti George W

(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)  
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)  
VP of Rocky Mtn Prod

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock	12/16/2013		D		14,535 (2)	D	\$ 0 0
Class A Common Stock	12/16/2013		D		6,718 (2)	I	\$ 0 0
							Held in 401(k) account

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

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SEC 1474 (9-02)

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**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)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Perf Based RSUs 3-2-12	\$ 0	12/16/2013		D	1,380 (1)	12/31/2014	03/02/2022	Class A Common Stock	3,2
March 2, 2012 Employee RSU Grant	\$ 0	12/16/2013		D	2,759 (3)	03/02/2013	03/02/2022	Class A Common Stock	2,7
March 2011 Employee RSU Grant	\$ 0	12/16/2013		D	4,021 (3)	03/02/2012	03/02/2021	Class A Common Stock	4,0
March 4, 2013 Employee RSU Grant	\$ 0	12/16/2013		D	8,687 (3)	03/04/2014	03/04/2023	Class A Common Stock	8,6
Non Statutory Stock Option 3-2-12	\$ 53.02	12/16/2013		D	4,342 (4)	03/02/2013	03/02/2022	Class A Common Stock	4,3
Perf Based RSU 3-2-2011	\$ 0	12/16/2013		D	2,010 (5)	12/31/2013	03/02/2021	Class A Common Stock	3,5
Perf Based RSUs 3-2-12	\$ 0	12/16/2013		D	1,838 (5)	12/31/2014	03/02/2022	Class A Common Stock	3,2
Non-Statutory Stock Option 3-2-2011 - \$48.50	\$ 48.5	12/16/2013		D	4,615 (4)	03/02/2012	03/02/2021	Class A Common Stock	4,6
Perf Based RSU 3-2-2011	\$ 0	12/20/2013		D	1,508 (1)	12/31/2013	03/02/2021	Class A Common Stock	3,5

