BERRY PETROLEUM CO
Form 4
December 20, 2013

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
BUSCH RALPH B III

(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)

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	12/16/2013		D		236,239 (2)	D	$ 0	0	D	
Class A Common Stock	12/16/2013		D		123,363 (2)	D	$ 0	0	I	As Co-Trustee of Union Bank Trust Shares
Class A Common Stock	12/16/2013		D		75,250 (2)	D	$ 0	0	I	Busch Family Foundation

Class A Common Stock	12/16/2013		D	28,208 (2)	D	$ 0	0	I	As Custodian for Minor Children

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

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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 Am Underlying Sec (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	A o N o
RSU 12-16-2013	$ 0	12/16/2013		M		2,479 (1)		12/16/2013	12/31/2013	Class A Common Stock	
2007 Restricted Stock Unit	$ 0	12/16/2013		D			792 (3)	01/01/2008	12/13/2017	Class A Common Stock	
March 2 2012 Director RSU Grant	$ 0	12/16/2013		D			2,231 (4)	03/02/2012	03/02/2022	Class A Common Stock	
March 2011 Director RSU	$ 0	12/16/2013		D			2,499 (4)	03/02/2011	03/02/2021	Class A Common Stock	
March 4, 2013 Director RSU Grant	$ 0	12/16/2013		D			2,629 (4)	03/04/2013	03/04/2023	Class A Common Stock	
Nonstatutory Stock Option 12-15-05	$ 30.645	12/16/2013		D			10,000 (5)	12/15/2005	12/15/2015	Class A Common Stock	
Nonstatutory Stock Option 12-15-06	$ 32.565	12/16/2013		D			10,000 (5)	12/15/2006	12/14/2016	Class A Common Stock	

Nonstatutory Stock Options 12-2-04	$ 21.77	12/16/2013	D	10,000 (5)	12/02/2004	12/02/2014	Class A Common Stock	
NSO 2007	$ 43.61	12/16/2013	D	3,956 (5)	12/14/2007	12/13/2017	Class A Common Stock	
Phantom Stock Units	$ 0	12/16/2013	D	48,768 (6)	08/08/1988	08/08/1988	Class A Common Stock	4
RSU 12-16-2013	$ 0	12/16/2013	D	2,479 (4)	12/16/2013	12/31/2013	Class A Common Stock	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BUSCH RALPH B III C/O BERRY PETROLEUM COMPANY 1999 BROADWAY, SUITE 3700 DENVER, CO 80202				

Signatures

Kenneth A Olson under POA for Ralph Busch	12/20/2013
**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) RSU Grant awarded to Board of Directors at completion of Merger pursuant to Board action as disclosed in the Merger Proxy materials.

(2) Disposed of pursuant to the merger (the "Merger") of Berry Petroleum Company ("Berry") with LinnCo ("Linn") in a stock-for-stock merger. After the transaction Berry will be an indirect wholly owned subidiary of Linn. Pursuant to the Merger agreement each share of Berry Common Stock will be exchanged for 1.68 shares of LinnCo common shares.

(3) Disposed of pursuant to the merger (the "Merger") of Berry Petroleum Company ("Berry") with LinnCo, LLC ("LinnCo") in a stock-for-stock merger, which was completed on December 16, 2013. Following the transaction Berry is an indirect wholly-owned subsidiary of Linn Energy, LLC. Pursuant to the Merger agreement each RSU was exchanged for 1.68 shares of LinnCo common shares.

(4) Disposed of pursuant to the merger (the "Merger") of Berry Petroleum Company ("Berry") with LinnCo ("Linn") in a stock-for-stock merger. Pursuant to the Merger agreement each RSU will be exchanged for 1.68 shares of LinnCo common shares.

(5) Disposed of pursuant to the merger (the "Merger") of Berry Petroleum Company ("Berry") with LinnCo ("Linn") in a stock-for-stock merger. Pursuant to the Merger agreement each option to purchase Berry shares will be exchanged for 1.682115 options to puchase LINN Units on the same terms and conditions as were applicable to Berry shares prior to the Merger.

(6) Disposed of pursuant to terms of Merger Agreement and Proxy Materials in exchange for 1.68 shares of LinnCo Common stock.

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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