

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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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 *
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)			
				Code	V	Amount	(A) or (D)	Price		
Class A Common Stock	12/16/2013		D			33,193 (2)	D	\$ 0 0		D
Class A Common Stock	12/16/2013		D			7,834 (2)	D	\$ 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
Perf Based RSU 3-2-2011	\$ 0	12/16/2013		M	4,639 <u>(1)</u>	12/31/2013 03/02/2021	Class A Common Stock	10
Perf Based RSUs 3-2-12	\$ 0	12/16/2013		M	4,243 <u>(1)</u>	12/31/2014 03/02/2022	Class A Common Stock	9,
2008 Restricted Stock Units	\$ 0	12/16/2013		D	53,334 <u>(3)</u>	12/12/2009 12/11/2018	Class A Common Stock	53
2009 Restricted Stock Units	\$ 0	12/16/2013		D	41,053 <u>(3)</u>	12/11/2010 12/11/2019	Class A Common Stock	41
March 2, 2012 Employee RSU Grant	\$ 0	12/16/2013		D	11,317 <u>(3)</u>	03/02/2013 03/02/2022	Class A Common Stock	11
March 2011 Employee RSU Grant	\$ 0	12/16/2013		D	12,372 <u>(3)</u>	03/02/2012 03/02/2021	Class A Common Stock	12
March 4, 2013 Employee RSU Grant	\$ 0	12/16/2013		D	32,574 <u>(3)</u>	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 <u>(4)</u>	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 <u>(4)</u>	03/02/2012 03/02/2021	Class A Common Stock	14
NSO	\$ 41.18	12/16/2013		D	89,084 <u>(4)</u>	08/04/2011 08/03/2018	Class A Common Stock	89

Perf Based RSU 3-2-2011	\$ 0	12/16/2013	D	6,185 (5)	12/31/2013	03/02/2021	Class A Common Stock	10
RSU 8-4-08	\$ 0	12/16/2013	D	18,213 (3)	08/04/2011	08/03/2018	Class A Common Stock	18
Perf Based RSUs 3-2-12	\$ 0	12/16/2013	D	5,658 (5)	12/31/2014	03/02/2022	Class A Common Stock	9,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wolf David D C/O BERRY PETROLEUM COMPANY 1999 BROADWAY, SUITE 3700 DENVER, CO 80202			Exec VP and CFO	

Signatures

Kenneth A. Olson under POA for David D.
Wolf
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) Performance Shares in excess of Target cancelled under the terms of Merger Agreement with Linn Energy at close.
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 share of Berry Common Stock was exchanged for 1.68 shares of LinnCo common shares.
- (2) 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 share of Berry Common Stock was 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, 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 option to purchase Berry shares was exchanged for 1.682115 options to purchase LINN Units on the same terms and conditions as were applicable to Berry shares prior to the Merger.
- (5) 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 Performance RSU was exchanged at target quantities 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. 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.