

BERRY PETROLEUM CO

Form 4

December 20, 2013

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
HEINEMANN ROBERT

(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)
President and CEO

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)
Class A Common Stock	12/16/2013		D	306,053 (3)	D \$ 0 0	D	
Class A Common Stock	12/16/2013		D	15,417 (3)	D \$ 0 0	I	Held in 401(k) Plan

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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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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount
Phantom Stock Units	\$ 0	12/16/2013		A	<u>5</u> (1)	08/08/1988	08/08/1988	Class A Common Stock	
Perf Based RSU 3-2-2011	\$ 0	12/16/2013		M	<u>10,825</u> (2)	12/31/2013	03/02/2021	Class A Common Stock	2
Perf Based RSUs 3-2-12	\$ 0	12/16/2013		M	<u>9,902</u> (2)	12/31/2014	03/02/2022	Class A Common Stock	2
2007 Restricted Stock Unit	\$ 0	12/16/2013		D	<u>17,886</u> (4)	12/14/2008	12/13/2017	Class A Common Stock	1
2008 Restricted Stock Units	\$ 0	12/16/2013		D	<u>138,667</u> (4)	12/12/2009	12/11/2018	Class A Common Stock	1
2009 Restricted Stock Units	\$ 0	12/16/2013		D	<u>97,034</u> (4)	12/11/2010	12/11/2019	Class A Common Stock	9
March 2, 2012 Employee RSU Grant	\$ 0	12/16/2013		D	<u>19,805</u> (4)	03/02/2013	03/02/2022	Class A Common Stock	1
March 2011 Employee RSU Grant	\$ 0	12/16/2013		D	<u>14,433</u> (4)	03/02/2012	03/02/2021	Class A Common Stock	1
March 4, 2013 Employee RSU Grant	\$ 0	12/16/2013		D	<u>60,804</u> (4)	03/04/2014	03/04/2023	Class A Common Stock	6
Non Statutory Stock Option 3-2-12	\$ 53.02	12/16/2013		D	<u>31,167</u> (5)	03/02/2013	03/02/2022	Class A Common Stock	3
Non-Statutory Stock Option	\$ 48.5	12/16/2013		D	<u>33,129</u> (5)	03/02/2012	03/02/2021	Class A Common	3

3-2-2011 -
\$48.50

Stock

Nonstatutory Stock Option 11-23-04	\$ 21.58	12/16/2013	D	100,000	11/23/2005	11/23/2014	Class A Common Stock	1
Nonstatutory Stock Option 12-15-05	\$ 30.645	12/16/2013	D	150,000 (5)	12/15/2006	12/15/2015	Class A Common Stock	1
Nonstatutory Stock Option 12-15-06	\$ 32.565	12/16/2013	D	175,000 (5)	12/15/2007	12/14/2016	Class A Common Stock	1
NSO 2007	\$ 43.61	12/16/2013	D	89,470 (5)	12/14/2008	12/13/2017	Class A Common Stock	8
Perf Based RSU 3-2-2011	\$ 0	12/16/2013	D	14,432 (6)	12/31/2013	03/02/2021	Class A Common Stock	2
Perf Based RSUs 3-2-12	\$ 0	12/16/2013	D	13,202 (6)	12/31/2014	03/02/2022	Class A Common Stock	2
Phantom Stock Units	\$ 0	12/16/2013	D	3,246 (7)	08/08/1988	08/08/1988	Class A Common Stock	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HEINEMANN ROBERT C/O BERRY PETROLEUM COMPANY 1999 BROADWAY, SUITE 3700 DENVER, CO 80202			President and CEO	

Signatures

Kenneth A Olson under POA for Robert
Heinemann 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) Phantom Stock Units acquired under the Company's Non-Employee Director Deferred Compensation Plan in a transaction exempt under Rule 16b-3(c). Shares of Common Stock are issued under terms of the Plan upon resignation from the board of directors.
- (2) Performance Shares in excess of Target cancelled under the terms of Merger Agreement with Linn Energy at close.

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- (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 share of Berry Common Stock 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 RSU was 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, 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.
- (6) 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.
- (7) 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 Phantom Stock Unit was exchanged for 1.68 shares of LinnCo common shares.

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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