

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  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Canaday Shawn Michael

(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 \_\_\_\_ Other (specify  
below) below)

VP and Treasurer

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction(A)<br>Code (Instr. 8) | 4. Securities Acquired<br>or Disposed of<br>(D) (Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6.<br>Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Class A<br>Common<br>Stock            | 12/16/2013                              |                                                             | D                                       | (A)<br>or<br>(D)<br>Amount<br>18,165<br>(2)                         | Price<br>\$ 0 0                                                                                                    | D                                                                       |                                                                   |
| Class A<br>Common<br>Stock            | 12/16/2013                              |                                                             | D                                       | (A)<br>or<br>(D)<br>Amount<br>1,415<br>(2)                          | Price<br>\$ 0 0                                                                                                    | I                                                                       | Held in the<br>Company's<br>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<br>Derivative<br>Security<br>(Instr. 3)    | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount<br>Underlying Security<br>(Instr. 3 and 4) |                                |
|--------------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|--------------------|----------------------------------------------------------------|--------------------------------|
|                                                        |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                    | Date<br>Exercisable                                            | Expiration<br>Date | Title                                                          | Amount<br>or<br>Number<br>of S |
| Perf Based<br>RSU 3-2-2011                             | \$ 0                                                               | 12/16/2013                              |                                                             | M                                    | 927 <sup>(1)</sup>                                                                                           | 12/31/2013                                                     | 03/02/2021         | Class A<br>Common<br>Stock                                     | 2,                             |
| Perf Based<br>RSUs 3-2-12                              | \$ 0                                                               | 12/16/2013                              |                                                             | M                                    | 1,061 <sup>(1)</sup>                                                                                         | 12/31/2014                                                     | 03/02/2022         | Class A<br>Common<br>Stock                                     | 2,                             |
| 2009<br>Restricted<br>Stock Units                      | \$ 0                                                               | 12/16/2013                              |                                                             | D                                    | 7,465 <sup>(3)</sup>                                                                                         | 12/11/2010                                                     | 12/11/2019         | Class A<br>Common<br>Stock                                     | 7,                             |
| March 2, 2012<br>Employee<br>RSU Grant                 | \$ 0                                                               | 12/16/2013                              |                                                             | D                                    | 2,123 <sup>(3)</sup>                                                                                         | 03/02/2013                                                     | 03/02/2022         | Class A<br>Common<br>Stock                                     | 2,                             |
| March 2011<br>Employee<br>RSU Grant                    | \$ 0                                                               | 12/16/2013                              |                                                             | D                                    | 2,475 <sup>(3)</sup>                                                                                         | 03/02/2012                                                     | 03/02/2021         | Class A<br>Common<br>Stock                                     | 2,                             |
| March 4, 2013<br>Employee<br>RSU Grant                 | \$ 0                                                               | 12/16/2013                              |                                                             | D                                    | 7,818 <sup>(3)</sup>                                                                                         | 03/04/2014                                                     | 03/04/2023         | Class A<br>Common<br>Stock                                     | 7,                             |
| Non Statutory<br>Stock Option<br>3-2-12                | \$ 53.02                                                           | 12/16/2013                              |                                                             | D                                    | 3,340 <sup>(4)</sup>                                                                                         | 03/02/2013                                                     | 03/02/2022         | Class A<br>Common<br>Stock                                     | 3,                             |
| Non-Statutory<br>Stock Option<br>3-2-2011 -<br>\$48.50 | \$ 48.5                                                            | 12/16/2013                              |                                                             | D                                    | 2,840 <sup>(4)</sup>                                                                                         | 03/02/2012                                                     | 03/02/2021         | Class A<br>Common<br>Stock                                     | 2,                             |
| Nonstatutory<br>Stock Option<br>11-23-04               | \$ 21.58                                                           | 12/16/2013                              |                                                             | D                                    | 10,000 <sup>(4)</sup>                                                                                        | 11/23/2005                                                     | 11/23/2014         | Class A<br>Common<br>Stock                                     | 10                             |
| Nonstatutory<br>Stock Option<br>12-15-05               | \$ 30.645                                                          | 12/16/2013                              |                                                             | D                                    | 10,000 <sup>(4)</sup>                                                                                        | 12/15/2006                                                     | 12/15/2015         | Class A<br>Common<br>Stock                                     | 10                             |

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|                                          |           |            |   |               |            |            |                            |    |
|------------------------------------------|-----------|------------|---|---------------|------------|------------|----------------------------|----|
| Nonstatutory<br>Stock Option<br>12-15-06 | \$ 32.565 | 12/16/2013 | D | 12,500<br>(4) | 12/15/2007 | 12/14/2016 | Class A<br>Common<br>Stock | 12 |
| NSO 2007                                 | \$ 43.61  | 12/16/2013 | D | 7,053<br>(4)  | 12/14/2008 | 12/13/2017 | Class A<br>Common<br>Stock | 7, |
| Perf Based<br>RSU 3-2-2011               | \$ 0      | 12/16/2013 | D | 1,237<br>(5)  | 12/31/2013 | 03/02/2021 | Class A<br>Common<br>Stock | 2, |
| Perf Based<br>RSUs 3-2-12                | \$ 0      | 12/16/2013 | D | 1,414<br>(5)  | 12/31/2014 | 03/02/2022 | Class A<br>Common<br>Stock | 2, |

## Reporting Owners

| Reporting Owner Name / Address                                                                        | Relationships |           |                     |       |
|-------------------------------------------------------------------------------------------------------|---------------|-----------|---------------------|-------|
|                                                                                                       | Director      | 10% Owner | Officer             | Other |
| Canaday Shawn Michael<br>C/O BERRY PETROLEUM COMPANY<br>1999 BROADWAY, SUITE 3700<br>DENVER, CO 80202 |               |           | VP and<br>Treasurer |       |

## Signatures

Kenneth A Olson under POA for Shawn  
Canaday 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.

(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.

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