

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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2005  
Estimated average  
burden hours per  
response... 0.5

(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 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	(A) or (D) Amount 33,193 (2)	Price \$ 0 0	D	
Class A Common Stock	12/16/2013		D	(A) or (D) Amount 7,834 (2)	Price \$ 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.

**Persons who respond to the collection of  
information contained in this form are not  
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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 or Number of S
Perf Based RSU 3-2-2011	\$ 0	12/16/2013		M	4,639 (1)	12/31/2013	03/02/2021	Class A Common Stock	10
Perf Based RSUs 3-2-12	\$ 0	12/16/2013		M	4,243 (1)	12/31/2014	03/02/2022	Class A Common Stock	9,
2008 Restricted Stock Units	\$ 0	12/16/2013		D	53,334 (3)	12/12/2009	12/11/2018	Class A Common Stock	53
2009 Restricted Stock Units	\$ 0	12/16/2013		D	41,053 (3)	12/11/2010	12/11/2019	Class A Common Stock	41
March 2, 2012 Employee RSU Grant	\$ 0	12/16/2013		D	11,317 (3)	03/02/2013	03/02/2022	Class A Common Stock	11
March 2011 Employee RSU Grant	\$ 0	12/16/2013		D	12,372 (3)	03/02/2012	03/02/2021	Class A Common Stock	12
March 4, 2013 Employee RSU Grant	\$ 0	12/16/2013		D	32,574 (3)	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 (4)	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 (4)	03/02/2012	03/02/2021	Class A Common Stock	14
NSO	\$ 41.18	12/16/2013		D	89,084 (4)	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 RSU 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 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.
- (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 Performance RSU was exchanged at target quantities for 1.68 shares of LinnCo Common stock.
- (5)

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.