

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
O'Connor Davis O

(Last) (First) (Middle)

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 General Counsel Secretary

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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 Ownership (Instr. 4)
Class A Common Stock	12/16/2013		D	12,235 (2)	D \$ 0 0	D	

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

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information contained in this form are not
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SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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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 Shares
Perf Based RSU 3-2-2011	\$ 0	12/16/2013		M	1,933 (1)	12/31/2013	03/02/2021	Class A Common Stock	4,000
Perf Based RSUs 3-2-12	\$ 0	12/16/2013		M	2,387 (1)	12/31/2014	03/02/2022	Class A Common Stock	5,000
March 2, 2012 Employee RSU Grant	\$ 0	12/16/2013		D	5,077 (3)	03/02/2013	03/02/2022	Class A Common Stock	5,000
March 2011 Employee RSU Grant	\$ 0	12/16/2013		D	2,276 (3)	03/02/2012	03/02/2021	Class A Common Stock	2,000
March 4, 2013 Employee RSU Grant	\$ 0	12/16/2013		D	19,544 (3)	03/04/2014	03/04/2023	Class A Common Stock	19,544
Non Statutory Stock Option 3-2-12	\$ 53.02	12/16/2013		D	7,514 (4)	03/02/2013	03/02/2022	Class A Common Stock	7,514
Non-Statutory Stock Option 3-2-2011 - \$48.50	\$ 48.5	12/16/2013		D	5,916 (4)	03/02/2012	03/02/2021	Class A Common Stock	5,916
Perf Based RSU 3-2-2011	\$ 0	12/16/2013		D	2,577 (5)	12/31/2013	03/02/2021	Class A Common Stock	4,000
Perf Based RSUs 3-2-12 (5)	\$ 0	12/16/2013		D	3,182 (5)	12/31/2014	03/02/2022	Class A Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other
VP General Counsel Secretary

O'Connor Davis O
1999 BROADWAY, SUITE 3700
DENVER, CO 80202

Signatures

Kenneth A. Olson under POA for Davis
O'Connor

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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