

BERRY PETROLEUM CO
Form 4
December 05, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
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)
12/04/2013

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)
VP and Treasurer

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Class A Common Stock | | | | (A) or (D) | Price | | Held in the Company's 401(k) Plan |
| Class A Common Stock | 12/04/2013 | | M | 5,000 (1) | A \$ 9.97 | 23,165 | D |
| Class A Common Stock | 12/04/2013 | | S | 5,000 (1) | D \$ 50.22 | 18,165 | D |

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

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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)

| 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) |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Nonstatutory Stock Option 12-15-05 | \$ 30.645 | | | | | 12/15/2006 12/15/2015 | Class A Common Stock 10,000 |
| Nonstatutory Stock Option 11-23-04 | \$ 21.58 | | | | | 11/23/2005 11/23/2014 | Class A Common Stock 10,000 |
| Nonstatutory Stock Option 12-15-06 | \$ 32.565 | | | | | 12/15/2007 12/14/2016 | Class A Common Stock 12,500 |
| NSO 2007 | \$ 43.61 | | | | | 12/14/2008 12/13/2017 | Class A Common Stock 7,000 |
| 2009 Restricted Stock Units | \$ 0 | | | | | 12/11/2010 12/11/2019 | Class A Common Stock 7,400 |
| March 2011 Employee RSU Grant | \$ 0 | | | | | 03/02/2012 03/02/2021 | Class A Common Stock 2,400 |
| Non-Statutory Stock Option 3-2-2011 - \$48.50 | \$ 48.5 | | | | | 03/02/2012 03/02/2021 | Class A Common Stock 2,800 |
| Perf Based RSU 3-2-2011 | \$ 0 | | | | | 12/31/2013 03/02/2021 | Class A Common Stock 2,100 |
| March 2, 2012 Employee | \$ 0 | | | | | 03/02/2013 03/02/2022 | Class A Common Stock 2,100 |

| | | | | | | | | | |
|--|----------|------------|--|---|---------------------|------------|------------|----------------------------|-----|
| RSU Grant | | | | | | | | Stock | |
| Non Statutory Stock Option 3-2-12 | \$ 53.02 | | | | | 03/02/2013 | 03/02/2022 | Class A Common Stock | 3,3 |
| Perf Based RSUs 3-2-12 | \$ 0 | | | | | 12/31/2014 | 03/02/2022 | Class A Common Stock | 2,4 |
| March 4, 2013 Employee RSU Grant | \$ 0 | | | | | 03/04/2014 | 03/04/2023 | Class A Common Stock | 7,8 |
| Nonstatutory Stock Option 12-05-03 | \$ 9.97 | 12/04/2013 | | M | 5,000 <u>(1)</u> | 12/05/2004 | 12/05/2013 | Class A Common Stock | 5,0 |

Reporting Owners

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

Signatures

Kenneth A Olson under POA for Shawn
Canaday

12/05/2013

____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) Options exercised and shares sold under a 10b5-1 Plan established by filer.

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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