

BERRY PETROLEUM CO

Form 4

December 19, 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 \*  
**BUSH WILLIAM E JR**

(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)

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. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(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. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(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                                    | 176,921<br>(3)  | D \$ 0 0   | D   |   |
| Class A<br>Common<br>Stock            | 12/16/2013                              |   | D                                    | 800 (3)   | D \$ 0 0   | I   | As Custodian<br>for minor<br>grandchildren                        |

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)

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 of Underlying Securities (Instr. 3 and 4) |                 |                      |        |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|---|-----------------|----------------------|--------|
|  |  |                                      |  | Code                           | V   | (A)  | (D) | Date Exercisable  | Expiration Date | Title                | Amount |
| RSU 12-16-2013                             | \$ 0   | 12/16/2013                           |  | M                              |   | 2,479 <sup>(1)</sup>                                     |     | 12/16/2013  | 12/31/2013      | Class A Common Stock |        |
| Phantom Stock Units                        | \$ 0   | 12/16/2013                           |  | A                              |   | 28 <sup>(2)</sup>  |     | 08/08/1988  | 08/08/1988      | Class A Common Stock |        |
| 2007 Restricted Stock Unit                 | \$ 0   | 12/16/2013                           |  | D                              |   | 792 <sup>(4)</sup>                                       |     | 01/01/2008  | 12/13/2017      | Class A Common Stock |        |
| March 2011 Director RSU                    | \$ 0   | 12/16/2013                           |  | D                              |   | 1,500 <sup>(4)</sup>                                     |     | 03/02/2011  | 03/02/2021      | Class A Common Stock |        |
| Nonstatutory Stock Option 12-15-06         | \$ 32.565  | 12/16/2013                           |  | D                              |   | 10,000 <sup>(5)</sup>                                    |     | 12/15/2006  | 12/14/2016      | Class A Common Stock |        |
| NSO 2007                                   | \$ 43.61   | 12/16/2013                           |  | D                              |   | 3,956 <sup>(5)</sup>                                     |     | 12/14/2007  | 12/13/2017      | Class A Common Stock |        |
| Phantom Stock Units                        | \$ 0   | 12/16/2013                           |  | D                              |   | 16,243 <sup>(6)</sup>                                    |     | 08/08/1988  | 08/08/1988      | Class A Common Stock |        |
| RSU 12-16-2013                             | \$ 0   | 12/16/2013                           |  | D                              |   | 2,479 <sup>(4)</sup>                                     |     | 12/16/2013  | 12/31/2013      | Class A Common Stock |        |

## Reporting Owners

**Reporting Owner Name / Address****Relationships**

Director   10% Owner   Officer   Other

BUSH WILLIAM E JR  
C/O BERRY PETROLEUM COMPANY

1999 BROADWAY, SUITE 3700  
DENVER, CO 80202

## Signatures

Kenneth A Olson under POA for William  
Bush

12/19/2013

\_\_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) RSU Grant awarded to Board of Directors at completion of Merger pursuant to Board action as disclosed in the Merger Proxy materials.

(2) 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.

(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 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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