

BERRY PETROLEUM CO
Form 4
December 20, 2013

FORM 4

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

OMB APPROVAL

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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 *
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 (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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Class A Common Stock | 12/16/2013 | | D | | 33,193 (2) | D | |
| Class A Common Stock | 12/16/2013 | | D | | 7,834 (2) | D | Held in the Company's 401(k) Plan |

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

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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 of Underlying Security (Instr. 3 and 4) | 8. Amount or Number of Shares | |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|
| | | | | 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 | 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 |

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|----------------------------|------|------------|---|---------------|------------|------------|----------------------------|----|
| 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 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. 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.