

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 \*  
**DUGINSKI 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)  
**12/16/2013**

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 & COO

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)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock	12/16/2013		D		43,447 (2)	D	\$ 0 0
Class A Common Stock	12/16/2013		D		17,456 (2)	D	\$ 0 0
						I	Held in 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
Perf Based RSU 3-2-2011	\$ 0	12/16/2013		D	4,832 <u>(1)</u>	12/31/2013 03/02/2021	Class A Common Stock	11
Perf Based RSUs 3-2-12	\$ 0	12/16/2013		D	4,420 <u>(1)</u>	12/31/2014 03/02/2022	Class A Common Stock	10
2007 Restricted Stock Unit	\$ 0	12/16/2013		D	7,224 <u>(3)</u>	12/14/2008 12/13/2017	Class A Common Stock	7,
2008 Restricted Stock Units	\$ 0	12/16/2013		D	56,000 <u>(3)</u>	12/12/2009 12/11/2018	Class A Common Stock	56
2009 Restricted Stock Units	\$ 0	12/16/2013		D	42,919 <u>(3)</u>	12/11/2010 12/11/2019	Class A Common Stock	42
March 2, 2012 Employee RSU Grant	\$ 0	12/16/2013		D	8,842 <u>(3)</u>	03/02/2013 03/02/2022	Class A Common Stock	8,
March 2011 Employee RSU Grant	\$ 0	12/16/2013		D	12,887 <u>(3)</u>	03/02/2012 03/02/2021	Class A Common Stock	12
March 4, 2013 Employee RSU Grant	\$ 0	12/16/2013		D	27,145 <u>(3)</u>	03/04/2014 03/04/2023	Class A Common Stock	27
Non Statutory Stock Option 3-2-12	\$ 53.02	12/16/2013		D	13,914 <u>(4)</u>	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	14,790 <u>(4)</u>	03/02/2012 03/02/2021	Class A Common Stock	14

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Option Type	Exercise Price	Grant Date	Expiration Date	Class	Shares
Nonstatutory Stock Option 11-23-04	\$ 21.58	12/16/2013	11/23/2014	Class A Common Stock	70,000 <sup>(4)</sup>
Nonstatutory Stock Option 12-15-05	\$ 30.645	12/16/2013	12/15/2015	Class A Common Stock	50,000 <sup>(4)</sup>
Nonstatutory Stock Option 12-15-06	\$ 32.565	12/16/2013	12/14/2016	Class A Common Stock	56,000 <sup>(4)</sup>
NSO 2007	\$ 43.61	12/16/2013	12/13/2017	Class A Common Stock	36,133 <sup>(4)</sup>
Perf Based RSU 3-2-2011	\$ 0	12/16/2013	03/02/2021	Class A Common Stock	6,443 <sup>(5)</sup>
Perf Based RSUs 3-2-12	\$ 0	12/16/2013	03/02/2022	Class A Common Stock	5,894 <sup>(5)</sup>

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DUGINSKI MICHAEL C/O BERRY PETROLEUM COMPANY 1999 BROADWAY, SUITE 3700 DENVER, CO 80202			Exec. VP & COO	

## Signatures

Kenneth A Olson under POA for Michael Duginski

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

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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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