

BERRY PETROLEUM CO

Form 4

November 08, 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  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
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response... 0.5

(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)

11/08/2013

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)  
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 Beneficial Ownership (Instr. 4)
Class A Common Stock	11/08/2013		A	12,700	A \$ 49.925	33,193	D
Class A Common Stock	11/08/2013		J	7,825	A \$ 49.84	7,834	I
							Held in the Company's 401(k) Plan

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  
required to respond unless the form  
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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 Underlying Security (Instr. 3 and 4)	Amount or Number of S
RSU 8-4-08 <sup>(1)</sup>	\$ 0					08/04/2011 <sup>(2)</sup> 08/03/2018 <sup>(3)</sup>	Class A Common Stock	18
NSO	\$ 41.18					08/04/2011 08/03/2018	Class A Common Stock	89
2008 Restricted Stock Units <sup>(1)</sup>	\$ 0					12/12/2009 <sup>(4)</sup> 12/11/2018 <sup>(3)</sup>	Class A Common Stock	53
2009 Restricted Stock Units <sup>(1)</sup>	\$ 0					12/11/2010 <sup>(4)</sup> 12/11/2019 <sup>(3)</sup>	Class A Common Stock	41
March 2011 Employee RSU Grant	\$ 0					03/02/2012 <sup>(3)</sup> 03/02/2021 <sup>(3)</sup>	Class A Common Stock	12
Non-Statutory Stock Option 3-2-2011 - \$48.50	\$ 48.5					03/02/2012 03/02/2021	Class A Common Stock	14
Perf Based RSU 3-2-2011	\$ 0					12/31/2013 03/02/2021	Class A Common Stock	10
March 2, 2012 Employee RSU Grant	\$ 0					03/02/2013 <sup>(3)</sup> 03/02/2022 <sup>(3)</sup>	Class A Common Stock	11
Non Statutory Stock Option 3-2-12	\$ 53.02					03/02/2013 03/02/2022	Class A Common Stock	13

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Perf Based RSUs 3-2-12	\$ 0	12/31/2014	03/02/2022	Class A Common Stock	9,
March 4, 2013 Employee RSU Grant	\$ 0	03/04/2014	03/04/2023	Class A Common Stock	32

## 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

11/08/2013

\_\_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) 1 for 1
- (2) Restricted Stock Units vest 100% 3 years after date of grant but are subject to a deferral election.
- (3) The RSU is subject to a deferral election. Shares of Class A Common Stock will be delivered to the reporting person as per the terms of the deferral election.
- (4) The RSU granted vest 25% per year beginning one year after grant but the receipt of shares are subject to a deferral period which is generally at least four years from grant date as per the deferral election.

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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