

BERRY PETROLEUM CO

Form 4

December 12, 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 *
Ciotti George W

(Last) (First) (Middle)

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)

12/11/2013

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)

VP of Rocky Mtn Prod

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					6,718	I	Held in 401(k) account
Class A Common Stock	12/11/2013		M	1,867 (1)	A \$ 49.61 15,144	D	
Class A Common Stock	12/12/2013		S	109 (2)	D \$ 49.011 15,035	D	
Class A Common	12/12/2013		S	500 (2)	D \$ 49.012 14,535	D	

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Stock

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

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(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 (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 Shares
March 2011 Employee RSU Grant	\$ 0					03/02/2012 03/02/2021	Class A Common Stock	4,000
Non-Statutory Stock Option 3-2-2011 - \$48.50	\$ 48.5					03/02/2012 03/02/2021	Class A Common Stock	4,600
Perf Based RSU 3-2-2011	\$ 0					12/31/2013 03/02/2021	Class A Common Stock	3,500
March 2, 2012 Employee RSU Grant	\$ 0					03/02/2013 03/02/2022	Class A Common Stock	2,700
Non Statutory Stock Option 3-2-12	\$ 53.02					03/02/2013 03/02/2022	Class A Common Stock	4,300
Perf Based RSUs 3-2-12	\$ 0					12/31/2014 03/02/2022	Class A Common Stock	3,200
March 4, 2013 Employee RSU Grant	\$ 0					03/04/2014 03/04/2023	Class A Common Stock	8,600
	\$ 0	12/11/2013		M		12/11/2010 12/11/2019		1,800

2009
Restricted
Stock Units

1,867
(1)

Class A
Common
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ciotti George W 1999 BROADWAY, SUITE 3700 DENVER, CO 80202			VP of Rocky Mtn Prod	

Signatures

Kenneth A. Olson Under POA for George W. Ciotti	12/12/2013
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__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) Vested shares issued pursuant to Rule 16b-3 plan.
- (2) Shares sold to cover taxes on RSU vesting under Rule 16b-3 Plan.

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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