

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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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 *
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)
12/16/2013

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)
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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Class A Common Stock | 12/16/2013 | | D | | 14,535 (2) | D | \$ 0 0 |
| Class A Common Stock | 12/16/2013 | | D | | 6,718 (2) | D | \$ 0 0 |
| | | | | | | I | Held in 401(k) account |

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

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SEC 1474 (9-02)

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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) | Amount or Number of Shares |
|-----------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------|-------------------------------------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Perf Based RSUs 3-2-12 | \$ 0 | 12/16/2013 | | D | 1,380 (1) | 12/31/2014 | 03/02/2022 | Class A Common Stock | 3,2 |
| March 2, 2012 Employee RSU Grant | \$ 0 | 12/16/2013 | | D | 2,759 (3) | 03/02/2013 | 03/02/2022 | Class A Common Stock | 2,7 |
| March 2011 Employee RSU Grant | \$ 0 | 12/16/2013 | | D | 4,021 (3) | 03/02/2012 | 03/02/2021 | Class A Common Stock | 4,0 |
| March 4, 2013 Employee RSU Grant | \$ 0 | 12/16/2013 | | D | 8,687 (3) | 03/04/2014 | 03/04/2023 | Class A Common Stock | 8,6 |
| Non Statutory Stock Option 3-2-12 | \$ 53.02 | 12/16/2013 | | D | 4,342 (4) | 03/02/2013 | 03/02/2022 | Class A Common Stock | 4,3 |
| Perf Based RSU 3-2-2011 | \$ 0 | 12/16/2013 | | D | 2,010 (5) | 12/31/2013 | 03/02/2021 | Class A Common Stock | 3,5 |
| Perf Based RSUs 3-2-12 | \$ 0 | 12/16/2013 | | D | 1,838 (5) | 12/31/2014 | 03/02/2022 | Class A Common Stock | 3,2 |
| Non-Statutory Stock Option 3-2-2011 - \$48.50 | \$ 48.5 | 12/16/2013 | | D | 4,615 (4) | 03/02/2012 | 03/02/2021 | Class A Common Stock | 4,6 |
| Perf Based RSU 3-2-2011 | \$ 0 | 12/20/2013 | | D | 1,508 (1) | 12/31/2013 | 03/02/2021 | Class A Common Stock | 3,5 |

