

BERRY PETROLEUM CO
Form 4
October 02, 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 *
Canaday Shawn 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)
09/30/2013

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 and Treasurer

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 Indirect Ownership (Instr. 4)		
				(A) or (D)	Price				
				Code	V	Amount			
Class A Common Stock	09/30/2013		J	V	7 <u>(1)</u>	A	\$ 0 1,415	I	Held in the Company's 401(k) Plan
Class A Common Stock	09/30/2013		A	V	98 <u>(2)</u>	A	\$ 0 18,165	D	

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 Securities (Instr. 3 and 4)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Nonstatutory Stock Option 12-05-03	\$ 9.97							12/05/2004	12/05/2013	Class A Common Stock	5,000
Nonstatutory Stock Option 12-15-05	\$ 30.645							12/15/2006	12/15/2015	Class A Common Stock	10,000
Nonstatutory Stock Option 11-23-04	\$ 21.58							11/23/2005	11/23/2014	Class A Common Stock	10,000
Nonstatutory Stock Option 12-15-06	\$ 32.565							12/15/2007	12/14/2016	Class A Common Stock	12,500
NSO 2007	\$ 43.61							12/14/2008	12/13/2017	Class A Common Stock	7,053
2009 Restricted Stock Units	\$ 0							12/11/2010	12/11/2019	Class A Common Stock	7,465
March 2011 Employee RSU Grant	\$ 0							03/02/2012	03/02/2021	Class A Common Stock	2,475
Non-Statutory Stock Option 3-2-2011 - \$48.50	\$ 48.5							03/02/2012	03/02/2021	Class A Common Stock	2,840
Perf Based RSU 3-2-2011	\$ 0							12/31/2013	03/02/2021	Class A Common Stock	2,164

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March 2, 2012						Class A	
Employee	\$ 0		03/02/2013	03/02/2022	Common	Stock	2,123
RSU Grant							
Non Statutory						Class A	
Stock Option	\$ 53.02		03/02/2013	03/02/2022	Common	Stock	3,340
3-2-12							
Perf Based						Class A	
RSUs 3-2-12	\$ 0		12/31/2014	03/02/2022	Common	Stock	2,475
March 4, 2013						Class A	
Employee	\$ 0		03/04/2014	03/04/2023	Common	Stock	7,818
RSU Grant							

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Canaday Shawn Michael C/O BERRY PETROLEUM COMPANY 1999 BROADWAY, SUITE 3700 DENVER, CO 80202			VP and Treasurer	

Signatures

Kenneth A Olson under POA for Shawn
Canaday

10/02/2013

**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) Changes in the number of shares of Common Stock held in the individuals 401(k) account. All transactions were at market and non-discretionary.
- (2) Increase in shares from the reinvestment of dividends paid quarterly on common stock. All shares were purchased at market and were non-discretionary.

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.