

BERRY PETROLEUM CO
Form 4
December 05, 2013

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
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)
12/04/2013

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)
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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (D) Price | | | |
| Class A Common Stock | | | | | 1,415 | I | Held in the Company's 401(k) Plan |
| Class A Common Stock | 12/04/2013 | | M | 5,000 (1) A \$ 9.97 | 23,165 | D | |
| Class A Common Stock | 12/04/2013 | | S | 5,000 (1) D \$ 50.22 | 18,165 | D | |

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 displays a currently valid OMB control number.

SEC 1474
(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 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 | Amount or Number of Shares |
| 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 | 7,000 |
| 2009 Restricted Stock Units | \$ 0 | | | | | 12/11/2010 | 12/11/2019 | Class A Common Stock | 7,400 |
| March 2011 Employee RSU Grant | \$ 0 | | | | | 03/02/2012 | 03/02/2021 | Class A Common Stock | 2,400 |
| Non-Statutory Stock Option 3-2-2011 - \$48.50 | \$ 48.5 | | | | | 03/02/2012 | 03/02/2021 | Class A Common Stock | 2,800 |
| Perf Based RSU 3-2-2011 | \$ 0 | | | | | 12/31/2013 | 03/02/2021 | Class A Common Stock | 2,100 |
| March 2, 2012 Employee | \$ 0 | | | | | 03/02/2013 | 03/02/2022 | Class A Common | 2,100 |

| RSU Grant | | | | | | | | Stock | |
|--|----------|------------|---|--------------|------------|------------|--|----------------------------|-----|
| Non Statutory Stock Option 3-2-12 | \$ 53.02 | | | 03/02/2013 | 03/02/2022 | | | Class A Common Stock | 3,3 |
| Perf Based RSUs 3-2-12 | \$ 0 | | | 12/31/2014 | 03/02/2022 | | | Class A Common Stock | 2,4 |
| March 4, 2013 Employee RSU Grant | \$ 0 | | | 03/04/2014 | 03/04/2023 | | | Class A Common Stock | 7,8 |
| Nonstatutory Stock Option 12-05-03 | \$ 9.97 | 12/04/2013 | M | 5,000 (1) | 12/05/2004 | 12/05/2013 | | Class A Common Stock | 5,0 |

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
12/05/2013

**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) Options exercised and shares sold under a 10b5-1 Plan established by filer.

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.