

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  
Number: 3235-0287  
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2005  
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burden hours per  
response... 0.5

(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 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Class A<br>Common<br>Stock            |                                         |                                                             |                                      |                                                                         | 6,718                                                                                                              | I                                                                    | Held in<br>401(k)<br>account                                      |
| Class A<br>Common<br>Stock            | 12/11/2013                              |                                                             | M                                    | 1,867<br>(1) A                                                          | \$ 49.61 15,144                                                                                                    | D                                                                    |                                                                   |
| Class A<br>Common<br>Stock            | 12/12/2013                              |                                                             | S                                    | 109 (2) D                                                               | \$ 49.011 15,035                                                                                                   | D                                                                    |                                                                   |
| Class A<br>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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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<br>Derivative<br>Security<br>(Instr. 3)    | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount<br>Underlying Security<br>(Instr. 3 and 4) | Amount<br>or<br>Number<br>of<br>Shares |
|--------------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------|----------------------------------------------------------------|----------------------------------------------------------------|----------------------------------------|
| March 2011<br>Employee<br>RSU Grant                    | \$ 0                                                                  |                                         |                                                             |                                         |                                                                                                     | 03/02/2012 03/02/2021                                          | Class A<br>Common<br>Stock                                     | 4,000                                  |
| Non-Statutory<br>Stock Option<br>3-2-2011 -<br>\$48.50 | \$ 48.5                                                               |                                         |                                                             |                                         |                                                                                                     | 03/02/2012 03/02/2021                                          | Class A<br>Common<br>Stock                                     | 4,600                                  |
| Perf Based<br>RSU 3-2-2011                             | \$ 0                                                                  |                                         |                                                             |                                         |                                                                                                     | 12/31/2013 03/02/2021                                          | Class A<br>Common<br>Stock                                     | 3,500                                  |
| March 2, 2012<br>Employee<br>RSU Grant                 | \$ 0                                                                  |                                         |                                                             |                                         |                                                                                                     | 03/02/2013 03/02/2022                                          | Class A<br>Common<br>Stock                                     | 2,700                                  |
| Non Statutory<br>Stock Option<br>3-2-12                | \$ 53.02                                                              |                                         |                                                             |                                         |                                                                                                     | 03/02/2013 03/02/2022                                          | Class A<br>Common<br>Stock                                     | 4,300                                  |
| Perf Based<br>RSUs 3-2-12                              | \$ 0                                                                  |                                         |                                                             |                                         |                                                                                                     | 12/31/2014 03/02/2022                                          | Class A<br>Common<br>Stock                                     | 3,200                                  |
| March 4, 2013<br>Employee<br>RSU Grant                 | \$ 0                                                                  |                                         |                                                             |                                         |                                                                                                     | 03/04/2014 03/04/2023                                          | Class A<br>Common<br>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<br>1999 BROADWAY, SUITE 3700<br>DENVER, CO 80202 |               |           | VP of Rocky Mtn Prod |       |

## Signatures

|                                                    |            |
|----------------------------------------------------|------------|
| Kenneth A. Olson Under POA for George W.<br>Ciotti | 12/12/2013 |
|----------------------------------------------------|------------|

          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) 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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