

BERRY PETROLEUM CO

Form 4

October 02, 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

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(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 ____ Other (specify
below) 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) |
|---------------------------------------|---|---|---|--|--|---|---|
| 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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information contained in this form are not
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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 |

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

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.

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