

BERRY PETROLEUM CO  
Form 4  
August 15, 2013

**FORM 4**

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

OMB APPROVAL

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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 \*  
**BUSCH RALPH B III**

(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)  
08/15/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below)  
\_\_\_\_ 10% Owner  
\_\_\_\_ Other (specify below)

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 Beneficial Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Class A Common Stock					230,558	D	
Class A Common Stock					123,363	I	As Co-Trustee of Union Bank Trust Shares
Class A Common Stock					28,208	I	As Custodian for Minor

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Class A Common Stock	08/15/2013	S	1,250	D	\$ 41	75,250	I	Children Busch Family Foundation
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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 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)
Nonstatutory Stock Options 12-2-03	\$ 9.61					Date Exercisable: 12/02/2003 Expiration Date: 12/02/2013	Class A Common Stock 10,000
Nonstatutory Stock Options 12-2-04	\$ 21.77					Date Exercisable: 12/02/2004 Expiration Date: 12/02/2014	Class A Common Stock 10,000
Nonstatutory Stock Option 12-15-05	\$ 30.645					Date Exercisable: 12/15/2005 Expiration Date: 12/15/2015	Class A Common Stock 10,000
Phantom Stock Units <sup>(1)</sup>	\$ 0 <sup>(1)</sup>					Date Exercisable: 08/08/1988 <sup>(2)</sup> Expiration Date: 08/08/1988 <sup>(2)</sup>	Class A Common Stock 48,200
Nonstatutory Stock Option 12-15-06	\$ 32.565					Date Exercisable: 12/15/2006 Expiration Date: 12/14/2016	Class A Common Stock 10,000
2007 Restricted Stock Unit <sup>(1)</sup>	\$ 0 <sup>(3)</sup>					Date Exercisable: 01/01/2008 <sup>(4)</sup> Expiration Date: 12/13/2017	Class A Common Stock 79,000

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NSO 2007	\$ 43.61	12/14/2007	12/13/2017	Class A Common Stock	3,9
March 2011 Director RSU (1)	\$ 0 (3)	03/02/2011(4)	03/02/2021	Class A Common Stock	2,4
March 2 2012 Director RSU Grant	\$ 0	03/02/2012	03/02/2022	Class A Common Stock	2,2
March 4, 2013 Director RSU Grant	\$ 0	03/04/2013	03/04/2023	Class A Common Stock	2,6

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BUSCH RALPH B III C/O BERRY PETROLEUM COMPANY 1999 BROADWAY, SUITE 3700 DENVER, CO 80202				

## Signatures

Kenneth A Olson under POA for Ralph Busch 08/15/2013

\*\*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) 1 for 1
- (2) Phantom Stock Units acquired under the Company's Non-Employee Director Deferred Compensation Plan in a transaction exempt under Rule 16b-3(c). Shares of Common Stock are issued under terms of the Plan upon resignation from the board of directors.
- (3) Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock
- (4) The RSU is subject to a deferral election. Shares of Class A Common Stock will be delivered to the reporting person as per the terms of the deferral election.

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.