SEC Form 4

FORM 4

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

1. Name and Address of Reporting Person* **BUSCH RALPH B III**	2. Issuer Name **and** Ticker or Trading Symbol **BERRY PETROLEUM CO** [BRY]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year) 08/15/2013	X Director	10% Owner
C/O BERRY PETROLEUM COMPANY		Officer (give title below)	Other (specify below)
1999 BROADWAY, SUITE 3700		

(Street)

DENVER	CO	80202

(City) (State) (Zip)

4. If Amendment, Date of Original Filed (Month/Day/Year)	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) Code	V	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) Amount	(A) or (D)	Price	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								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 Children
Class A Common Stock	08/15/2013		S		1,250	D	$41	75,250	I	Busch Family Foundation

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) Code	V	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A)	(D)	6. Date Exercisable and Expiration Date (Month/Day/Year) Date Exercisable	Expiration Date	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) Title	Amount or Number of Shares	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
Nonstatutory Stock Options 12-2-03	$9.61							12/02/2003	12/02/2013	Class A Common Stock	10,000		10,000	D	
Nonstatutory Stock Options 12-2-04	$21.77							12/02/2004	12/02/2014	Class A Common Stock	10,000		10,000	D	
Nonstatutory Stock Option 12-15-05	$30.645							12/15/2005	12/15/2015	Class A Common Stock	10,000		10,000	D	
Phantom Stock Units[1]	$0[1]							08/08/1988[2]	08/08/1988[2]	Class A Common Stock	48,260		48,260	D	
Nonstatutory Stock Option 12-15-06	$32.565							12/15/2006	12/14/2016	Class A Common Stock	10,000		10,000	D	
2007 Restricted Stock Unit[1]	$0[3]							01/01/2008[4]	12/13/2017	Class A Common Stock	792		792	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
NSO 2007	$43.61							12/14/2007	12/13/2017	Class A Common Stock	3,956		3,956	D	
March 2011 Director RSU[1]	$0[3]							03/02/2011[4]	03/02/2021	Class A Common Stock	2,499		2,499	D	
March 2 2012 Director RSU Grant	$0							03/02/2012	03/02/2022	Class A Common Stock	2,231		2,231	D	
March 4, 2013 Director RSU Grant	$0							03/04/2013	03/04/2023	Class A Common Stock	2,629		2,629	D	

Explanation of Responses:

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.

Kenneth A Olson under POA for Ralph Busch	08/15/2013
** Signature of Reporting Person	Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* 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).

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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