

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

| OMB APPROVAL | |
|--|-----------|
| OMB Number: | 3235-0287 |
| Estimated average burden hours per response: | 0.5 |

| | | | | | | | | | |
|---|---------------|-----------|--|--|--|--|--|--|--|
| 1. Name and Address of Reporting Person* <u>O'Connor Davis O</u> | | | 2. Issuer Name and Ticker or Trading Symbol <u>BERRY PETROLEUM CO [BRY]</u> | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>VP General Counsel Secretary</u> | | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) <u>10/16/2013</u> | | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person | | | |
| <u>1999 BROADWAY, SUITE 3700</u> | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | |
| (Street) | <u>DENVER</u> | <u>CO</u> | <u>80202</u> | | | | | | |
| (City) | (State) | (Zip) | | | | | | | |

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 | (A) or (D) | Price | | | |
| <u>Class A Common Stock</u> | <u>10/16/2013</u> | | <u>S</u> | | <u>5,456⁽¹⁾</u> | <u>D</u> | <u>\$44.7901</u> | <u>12,235</u> | <u>D</u> | |

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 | | | | |
| <u>March 2011 Employee RSU Grant</u> | <u>\$0</u> | | | | | | | <u>03/02/2012</u> | <u>03/02/2021</u> | <u>Class A Common Stock</u> | <u>2,276</u> | | <u>2,276</u> | <u>D</u> | |
| <u>Non-Statutory Stock Option 3-2-2011 - \$48.50</u> | <u>\$48.5</u> | | | | | | | <u>03/02/2012</u> | <u>03/02/2021</u> | <u>Class A Common Stock</u> | <u>5,916</u> | | <u>5,916</u> | <u>D</u> | |
| <u>Perf Based RSU 3-2-2011</u> | <u>\$0</u> | | | | | | | <u>12/31/2013</u> | <u>03/02/2021</u> | <u>Class A Common Stock</u> | <u>4,510</u> | | <u>4,510</u> | <u>D</u> | |
| <u>March 2, 2012 Employee RSU Grant</u> | <u>\$0</u> | | | | | | | <u>03/02/2013</u> | <u>03/02/2022</u> | <u>Class A Common Stock</u> | <u>5,077</u> | | <u>5,077</u> | <u>D</u> | |
| <u>Non Statutory Stock Option 3-2-12</u> | <u>\$53.02</u> | | | | | | | <u>03/02/2013</u> | <u>03/02/2022</u> | <u>Class A Common Stock</u> | <u>7,514</u> | | <u>7,514</u> | <u>D</u> | |
| <u>Perf Based RSUs 3-2-12</u> | <u>\$0</u> | | | | | | | <u>12/31/2014</u> | <u>03/02/2022</u> | <u>Class A Common Stock</u> | <u>5,569</u> | | <u>5,569</u> | <u>D</u> | |
| <u>March 4, 2013 Employee RSU Grant</u> | <u>\$0</u> | | | | | | | <u>03/04/2014</u> | <u>03/04/2023</u> | <u>Class A Common Stock</u> | <u>19,544</u> | | <u>19,544</u> | <u>D</u> | |

Explanation of Responses:

1. Shares sold to cover taxes on RSU vesting under Rule 16b-3 Plan.

Kenneth A. Olson under POA 10/18/2013
for Davis O'Connor

** 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.

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 Number.