

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

1. Name and Address of Reporting Person* <u>DUGINSKI MICHAEL</u> (Last) (First) (Middle) <u>C/O BERRY PETROLEUM COMPANY</u> <u>1999 BROADWAY, SUITE 3700</u> (Street) <u>DENVER CO 80202</u> (City) (State) (Zip)	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) <p style="text-align: right;">Exec. VP & COO</p>
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/16/2013</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	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

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			
Class A Common Stock	12/16/2013		D		43,447 ⁽²⁾	D	\$0	0	D	
Class A Common Stock	12/16/2013		D		17,456 ⁽²⁾	D	\$0	0	I	Held in 401(k) Plan

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
Perf Based RSU 3-2-2011	\$0	12/16/2013		D			4,832 ⁽¹⁾	12/31/2013	03/02/2021	Class A Common Stock	11,275	\$0	6,443	D	
Perf Based RSUs 3-2-12	\$0	12/16/2013		D			4,420 ⁽¹⁾	12/31/2014	03/02/2022	Class A Common Stock	10,314	\$0	5,894	D	
2007 Restricted Stock Unit	\$0	12/16/2013		D			7,224 ⁽³⁾	12/14/2008	12/13/2017	Class A Common Stock	7,224	\$0	0	D	
2008 Restricted Stock Units	\$0	12/16/2013		D			56,000 ⁽³⁾	12/12/2009	12/11/2018	Class A Common Stock	56,000	\$0	0	D	
2009 Restricted Stock Units	\$0	12/16/2013		D			42,919 ⁽³⁾	12/11/2010	12/11/2019	Class A Common Stock	42,919	\$0	0	D	
March 2, 2012 Employee RSU Grant	\$0	12/16/2013		D			8,842 ⁽³⁾	03/02/2013	03/02/2022	Class A Common Stock	8,842	\$0	0	D	
March 2011 Employee RSU Grant	\$0	12/16/2013		D			12,887 ⁽³⁾	03/02/2012	03/02/2021	Class A Common Stock	12,887	\$0	0	D	
March 4, 2013 Employee RSU Grant	\$0	12/16/2013		D			27,145 ⁽³⁾	03/04/2014	03/04/2023	Class A Common Stock	27,145	\$0	0	D	
Non Statutory Stock Option 3-2-12	\$53.02	12/16/2013		D			13,914 ⁽⁴⁾	03/02/2013	03/02/2022	Class A Common Stock	13,914	\$0	0	D	
Non-Statutory Stock Option 3-2-2011 - \$48.50	\$48.5	12/16/2013		D			14,790 ⁽⁴⁾	03/02/2012	03/02/2021	Class A Common Stock	14,790	\$0	0	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				
Nonstatutory Stock Option 11-23-04	\$21.58	12/16/2013		D			70,000 ⁽⁴⁾	11/23/2005	11/23/2014	Class A Common Stock	70,000	\$0	0	D	
Nonstatutory Stock Option 12-15-05	\$30.645	12/16/2013		D			50,000 ⁽⁴⁾	12/15/2006	12/15/2015	Class A Common Stock	50,000	\$0	0	D	
Nonstatutory Stock Option 12-15-06	\$32.565	12/16/2013		D			56,000 ⁽⁴⁾	12/15/2007	12/14/2016	Class A Common Stock	56,000	\$0	0	D	
NSO 2007	\$43.61	12/16/2013		D			36,133 ⁽⁴⁾	12/14/2008	12/13/2017	Class A Common Stock	36,133	\$0	0	D	
Perf Based RSU 3-2-2011	\$0	12/16/2013		D			6,443 ⁽⁵⁾	12/31/2013	03/02/2021	Class A Common Stock	11,275	\$0	0	D	
Perf Based RSUs 3-2-12	\$0	12/16/2013		D			5,894 ⁽⁵⁾	12/31/2014	03/02/2022	Class A Common Stock	10,314	\$0	0	D	

Explanation of Responses:

- Performance Shares in excess of Target cancelled under the terms of Merger Agreement with Linn Energy at close.
- Disposed of pursuant to the merger (the "Merger") of Berry Petroleum Company ("Berry") with LinnCo, LLC ("LinnCo") in a stock-for-stock merger, which was completed on December 16, 2013. Following the transaction Berry is an indirect wholly-owned subsidiary of Linn Energy, LLC. Pursuant to the Merger agreement each share of Berry Common Stock was exchanged for 1.68 shares of LinnCo common shares.
- Disposed of pursuant to the merger (the "Merger") of Berry Petroleum Company ("Berry") with LinnCo, LLC ("LinnCo") in a stock-for-stock merger, which was completed on December 16, 2013. Following the transaction Berry is an indirect wholly-owned subsidiary of Linn Energy, LLC. Pursuant to the Merger agreement each RSU was exchanged for 1.68 shares of LinnCo common shares.
- Disposed of pursuant to the merger (the "Merger") of Berry Petroleum Company ("Berry") with LinnCo, LLC ("LinnCo") in a stock-for-stock merger, which was completed on December 16, 2013. Following the transaction Berry is an indirect wholly-owned subsidiary of Linn Energy, LLC. Pursuant to the Merger agreement each option to purchase Berry shares was exchanged for 1.682115 options to purchase LINN Units on the same terms and conditions as were applicable to Berry shares prior to the Merger.
- Disposed of pursuant to the merger (the "Merger") of Berry Petroleum Company ("Berry") with LinnCo, LLC ("LinnCo") in a stock-for-stock merger, which was completed on December 16, 2013. Following the transaction Berry is an indirect wholly-owned subsidiary of Linn Energy, LLC. Pursuant to the Merger Agreement each Performance RSU was exchanged at target quantities for 1.68 shares of LinnCo Common stock.

Kenneth A Olson under POA
for Michael Duginski

12/20/2013

** 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.

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.