

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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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* <b>BUSCH RALPH B III</b>  (Last) (First) (Middle) <b>C/O BERRY PETROLEUM COMPANY</b> <b>1999 BROADWAY, SUITE 3700</b>  (Street) <b>DENVER CO 80202</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>BERRY PETROLEUM CO [ BRY ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <b>11/15/2013</b>	
	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								123,363	I	As Co-Trustee of Union Bank Trust Shares
Class A Common Stock								75,250	I	Busch Family Foundation
Class A Common Stock								28,208	I	As Custodian for Minor Children
Class A Common Stock	11/15/2013		M		10,000 <sup>(5)</sup>	A	\$9.61	240,558	D	
Class A Common Stock	11/15/2013		S		4,319 <sup>(5)</sup>	D	\$51.4173	236,239	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				
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 <sup>(1)</sup>	\$0 <sup>(1)</sup>						08/08/1988 <sup>(2)</sup>	08/08/1988 <sup>(2)</sup>	Class A Common Stock	48,260		48,768	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 <sup>(1)</sup>	\$0 <sup>(3)</sup>						01/01/2008 <sup>(4)</sup>	12/13/2017	Class A Common Stock	792		792	D	
NSO 2007	\$43.61						12/14/2007	12/13/2017	Class A Common Stock	3,956		3,956	D	
March 2011 Director RSU <sup>(1)</sup>	\$0 <sup>(3)</sup>						03/02/2011 <sup>(4)</sup>	03/02/2021	Class A Common Stock	2,499		2,499	D	

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				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
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	
Nonstatutory Stock Options 12-2-03	\$9.61	11/15/2013		M			10,000 <sup>(6)</sup>	12/02/2003	12/02/2013	Class A Common Stock	10,000	\$0	0	D	

**Explanation of Responses:**

- 1 for 1
- 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.
- Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock
- 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.
- Options exercised and shares sold under a 10b5-1 Plan established by filer.
- Options exercised under a 10b5-1 Plan established by filer

Kenneth A Olson under POA for 11/18/2013  
Ralph Busch

\*\* 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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