## FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

	JVAL
OMB Number:	3235-0287
Estimated average burde	en
hours per response:	0.5

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	eporting Person*			2.1							940								
1. Name and Address of Reporting Person <sup>*</sup> <u>Ayers William B</u>						2. Issuer Name and Ticker or Trading Symbol BERRY PETROLEUM CO [ BRY ]								5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title Other (specify					
(Last) (First) (Middle) C/O BERRY PETROLEUM COMPANY 1999 BROADWAY, SUITE 3700 (Street) DENVER CO 80202 (City) (State) (Zip)					<ul> <li>3. Date of Earliest Transaction (Month/Day/Year) 12/16/2013</li> <li>4. If Amendment, Date of Original Filed (Month/Day/Year)</li> </ul>								VP of Human Resources						
													6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person						
(0101			n-Deri	vativ	e Se	curit	ies Aca	uired.	Disi	posed of a	or Bene	ficially	Owned						
1. Title of Security (Instr. 3) 2. Trans Date				sactior	action 2A. Deemed Execution Date,			3. 4. Securities Acquired (A) of Transaction Code (Instr. 3, 4				(A) or	5. Amount of Securities Beneficially Owned Following		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	Transactio	ion(s)						
Class A Common Stock 12			12/1	6/201	5/2013			D		18,153(1)	D	\$ <mark>0</mark>	0			D			
			(e.g.,	puts,		s, wa	arrants,	option	s, c	onvertible	securi	ties)					1		
Conversion Date Execut or Exercise (Month/Day/Year) if any			ion Date,		4. Transaction Code (Instr. 8)		n Derivative		6. Date Exercisable and Expiration Date (Month/Day/Year)		of Securities Underlying		B. Price of Derivative Security (Instr. 5)	derivative Securities Beneficial Owned Following Reported	re es ally g	e Ownershi s Form: ully Direct (D) or Indirec g (I) (Instr. 4	t (Instr. 4)		
				Code	v	(A)	Date Expiration of	Number											
\$0	12/16/2013			D			5,318 <sup>(2)</sup>	12/11/2	010	12/11/2019	Class A Common Stock	5,318	\$0	0		D			
48.5	12/16/2013			D			2,367 <sup>(3)</sup>	03/02/2	014	03/02/2021	Class A Common Stock	2,367	\$0	0		D			
1.615	12/16/2013			D			10,000 <sup>(3)</sup>	05/18/2	007	05/17/2016	Class A Common Stock	10,000	\$0	0		D			
2.565	12/16/2013			D			5,000 <sup>(3)</sup>	12/15/2	007	12/14/2016	Class A Common Stock	5,000	\$0	0		D			
3.61	12/16/2013			D			6,880 <sup>(3)</sup>	12/14/2	008	12/13/2017	Class A Common Stock	6,880	\$0	0		D			
	VAY, SI CO (Stat (Instr. : on Stoc) rersion ercise of rative rity \$0 18.5 1.615 2.565 3.61	CO       8         (State)       (         Image: Comparison of cation pate recision of vative rity       3. Transaction Date (Month/Day/Year)         \$0       12/16/2013         \$0       12/16/2013         \$1.615       12/16/2013         3.61       12/16/2013	VAY, SUITE 3700         CO       80202         (State)       (Zip)         Table I - Non         (Instr. 3)         Suite I - Non         Table II - Non         Table II - Non         (Instr. 3)         Suite I - Non         Table II - Non         Table II - Non         Suite I - Non      <	VAY, SUITE 3700         CO       80202         (State)       (Zip)         Table I - Nor-Deriv         (Instr. 3)       12/1         Table II - Deriv         (Month/Day/Year)         3A. Deemed         Execution Date, if any (Month/Day/Year)         Solution (Month/Day/Year)         \$\$0       12/16/2013         \$\$0       12/16/2013         \$\$0       \$\$12/16/2013         \$\$12/16/2013         \$\$12/16/2013         \$\$265       \$\$12/16/2013	CO       80202       4.1         CO       80202       4.1         (State)       (Zip)       2. Transaction Date (Month/Day/Year)         on Stock       12/16/2013       4.1         S. Transaction Date (Month/Day/Year)       3A. Deemed Execution Date, if any (Month/Day/Year)       4. Transaction Code         so       12/16/2013       3A. Deemed Execution Date, if any (Month/Day/Year)       4. Transaction Date (Month/Day/Year)         so       12/16/2013       3A. Deemed Execution Date, if any (Month/Day/Year)       4. Transaction Date (Month/Day/Year)         so       12/16/2013       3D       3D         tas.5       12/16/2013       3D         tas.5       12	CO       80202       4. If American	STROLEUM COMPANY VAY, SUITE 3700       4. If Amendment 4. If Amendment (State)         CO       80202         (State)       (Zip)         Table 1 - Non-Derivative Securitie (Month/Day/Vear)         2. Transaction Date (Month/Day/Vear)       3. Deemed Execution Date, if any (Month/Day/Vear)       4. Transaction Code (Instr. 3)       5. N Transaction Date         3. Transaction Date       3. Transaction Date       3. Deemed Execution Date, if any (Month/Day/Vear)       4. Transaction Code (Instr. 3)       5. N Transaction Code (Instr. 3)         12/16/2013       D       D       D       D         48.5       12/16/2013       D       D       D         1.615       12/16/2013       D       D       D         2.565       12/16/2013       D       D       D       D         3.61       12/16/2013       D       D       D       D	STROLEUM COMPANY VAY, SUITE 3700       4. If Amendment, Date of (1)         CO       80202         (State)       (Zip)         Table 1 - Non-Derivative Securities Acquired (1)         Table 1 - Non-Derivative Securities Acquired (1)         (Instr. 3)         2. Transaction Date (100 month/Day/Vear)         Colspan="2">Colspan="2">Colspan="2">Colspan="2">Colspan="2">Colspan="2">Colspan="2">Colspan="2">Colspan="2">Colspan="2">Colspan="2">Colspan="2">Colspan="2">Colspan="2">Colspan="2">Colspan="2">Colspan="2"         Table I - Derivative Securities Acquired (1)         Table II - Derivative Securities Acquired (2)         S. Number of Date (1)         Securities Acquired (2)         Table II - Derivative Securities Acquired (2)         S. Number of Date (1)         Code (1)         Securities Acquired (4)         Transaction Date (1)         Derivative Securities Acquired (4)         Securities Acquired (4)         Securities Acquired (4)         Transaction Date (1)         Derivative Cols (1)         Securities Acquired (4)         Transaction Date (1)         Securities Acquired (4)	STROLEUM COMPANY VAY, SUITE 3700         4. If Amendment, Date of Original F           CO         80202           (state)         (Zip)           Table 1 - Non-Derivative Securities Acquired, fransaction Date (Month/Day/Year)           (A. Deemed Execution Date, fransaction Date (Month/Day/Year)         3. Transaction Code (II Month/Day/Year)           Source Securities Acquired, fransaction Code V         Source Securities Source (A) for Disposed fransaction fransaction fransaction Code V         Source Securities Source (A) for Disposed fransaction fransaction fransaction fransaction fransaction fransaction fransaction fransaction fransaction fransaction fransact	STROLEUM COMPANY VAY, SUITE 3700         CO       80202         (state)       (Zip)         Table 1 - Non-Derivative Securities Acquired, Disponde (Instr. 3)         Z. Transaction Date (Month/Day/Year)       ZA. Deemed (Fary) (Month/Day/Year)       3. Transaction (Month/Day/Year)         Date (Instr. 3)         Table II - Derivative Securities Acquired, Disponde (Instr. 3)         Table II - Derivative Securities Acquired, Disponde (Instr. 3)         Table II - Derivative Securities Acquired, Disponde (Instr. 3)         Southous (Instr. 3)         Table II - Derivative Securities Acquired, Disponde (e.g., puts, calls, warrants, options, cole (Instr. 3)         Southous (Instr. 3)         Transaction Date, if any (Month/Day/Year)         3. Transaction Date, if any (Month/Day/Year)       4. If Amendment, Date of Original Filed (Instr. 3)         Southous (	CO       80202         (State)       (Zip)         Table I - Non-Derivative Securities Acquired, Disposed of of or (nstr. 3)         2. Transaction Date (Month/Day/Year)       2. Transaction Date (Month/Day/Year)       3. Transaction Colspan="2">Securities Acquired, Disposed of or (nstr. 3)         Table I - Derivative Securities Acquired, Disposed of (Month/Day/Year)         3. Transaction Date (Month/Day/Year)       3. Transaction Date (Internation Date (Inter	$ \begin{array}{ c c c c c } \hline \begin{tabular}{ c c c c } \hline \begin{tabular}{ c c c c c c } \hline \begin{tabular}{ c c c c c c c c c c c c c c c c c c c$	$ \begin{array}{c c c c c c c c c c c c c c c c c c c $	$ \begin{array}{ c c c c c c c c c c c c c c c c c c c$	CO         80202         4. If Amendment, Date of Original Filed (Month/Day/Year)         5. Individual or Joint/Group (State)         S. Form filed by One Form filed by Mor Person           CO         80202           (State)         (Zip)           Co         80202           State         State           (Instr. 3)         2. Transaction Date (Month/Day/Year)         2. Transaction (Month/Day/Year)         5. Amount of State         5. Amount of Date         5. Amount of State         5. Amount of St	CO         80202         Image: constraint of any sector of the sector o	CO         80202         Co         Co <th< td=""></th<>		

s on the same terms and conditions as were applicable to Berry shares prior to the Merger.

> Kenneth A. Olson under POA 12/20/2013 for W. B. Ayers

> > Date

\*\* Signature of Reporting Person

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.