

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>10/15/2013</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>10/15/2013</u>		<u>M</u>		<u>14,908⁽¹⁾</u>	<u>A</u>	<u>\$43.77</u>	<u>17,691</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>	
<u>Restricted Stock Unit</u>	<u>\$0</u>	<u>10/15/2013</u>		<u>M</u>		<u>14,908⁽¹⁾</u>		<u>10/15/2013</u>	<u>10/15/2020</u>	<u>Class A Common Stock</u>	<u>14,908</u>	<u>\$43.77</u>	<u>0</u>	<u>D</u>	

Explanation of Responses:

1. Vested shares issued pursuant to Rule 16b-3 plan.

Kenneth A. Olson under POA for Davis O'Connor 10/15/2013

** 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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