

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

<p>1. Name and Address of Reporting Person*</p> <p><u>Keller John Frank</u></p> <p>(Last) (First) (Middle)</p> <p><u>C/O BERRY PETROLEUM COMPANY</u></p> <p><u>1999 BROADWAY, SUITE 3700</u></p> <p>(Street)</p> <p><u>DENVER CO 80202</u></p> <p>(City) (State) (Zip)</p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p><u>BERRY PETROLEUM CO [BRY]</u></p> <p>3. Date of Earliest Transaction (Month/Day/Year)</p> <p><u>12/16/2013</u></p> <p>4. If Amendment, Date of Original Filed (Month/Day/Year)</p>	<p>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p><input checked="" type="checkbox"/> Director 10% Owner</p> <p>Officer (give title below) Other (specify below)</p> <p>6. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p>Form filed by More than One Reporting Person</p>
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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		5,148 ⁽³⁾	D	\$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				
RSU 12-16-2013	\$0	12/16/2013		M		2,479 ⁽¹⁾		12/16/2013	12/31/2013	Class A Common Stock	2,479	\$0	2,479	D	
Phantom Stock Units	\$0	12/16/2013		A		48 ⁽²⁾		08/08/1988	08/08/1988	Class A Common Stock	23,937	\$47.25	24,038	D	
March 2 2012 Director RSU Grant	\$0	12/16/2013		D		2,231 ⁽⁴⁾		03/02/2012	03/02/2022	Class A Common Stock	2,231	\$0	0	D	
March 2011 Director RSU	\$0	12/16/2013		D		2,499 ⁽⁴⁾		03/02/2011	03/02/2021	Class A Common Stock	2,499	\$0	0	D	
Nonstatutory Stock Option 12-15-06	\$32.565	12/16/2013		D		10,000 ⁽⁵⁾		12/15/2006	12/14/2016	Class A Common Stock	10,000	\$0	0	D	
Nonstatutory Stock Option 38.0025	\$38.0025	12/16/2013		D		10,000 ⁽⁵⁾		02/02/2006	02/01/2016	Class A Common Stock	10,000	\$0	0	D	
NSO 2007	\$43.61	12/16/2013		D		3,956 ⁽⁵⁾		12/14/2007	12/13/2017	Class A Common Stock	3,956	\$0	0	D	
Phantom Stock Units	\$0	12/16/2013		D		24,038 ⁽⁶⁾		08/08/1988	08/08/1988	Class A Common Stock	23,937	\$0	0	D	
RSU 12-16-2013	\$0	12/16/2013		D		2,479 ⁽⁴⁾		12/16/2013	12/31/2013	Class A Common Stock	2,479	\$0	0	D	

Explanation of Responses:

- RSU Grant awarded to Board of Directors at completion of Merger pursuant to Board action as disclosed in the Merger Proxy materials.
- 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.
- 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.
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- 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 Phantom Stock Unit was exchanged for 1.68 shares of LinnCo common shares.

Kenneth A Olson under POA for 12/19/2013
John Keller

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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