

**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>Ciotti George W</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 X Officer (give title below) Other (specify below) <u>VP of Rocky Mtn Prod</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>12/16/2013</u>			6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person		
1999 BROADWAY, SUITE 3700			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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	12/16/2013		D		14,535 <sup>(2)</sup>	D	\$0	0	D	
Class A Common Stock	12/16/2013		D		6,718 <sup>(2)</sup>	D	\$0	0	I	Held in 401(k) account

**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					
Perf Based RSUs 3-2-12	\$0	12/16/2013		D		1,380 <sup>(1)</sup>		12/31/2014	03/02/2022	Class A Common Stock	\$0	1,838	D	
March 2, 2012 Employee RSU Grant	\$0	12/16/2013		D		2,759 <sup>(3)</sup>		03/02/2013	03/02/2022	Class A Common Stock	\$0	0	D	
March 2011 Employee RSU Grant	\$0	12/16/2013		D		4,021 <sup>(3)</sup>		03/02/2012	03/02/2021	Class A Common Stock	\$0	0	D	
March 4, 2013 Employee RSU Grant	\$0	12/16/2013		D		8,687 <sup>(3)</sup>		03/04/2014	03/04/2023	Class A Common Stock	\$0	0	D	
Non Statutory Stock Option 3-2-12	\$53.02	12/16/2013		D		4,342 <sup>(4)</sup>		03/02/2013	03/02/2022	Class A Common Stock	\$0	0	D	
Perf Based RSU 3-2-2011	\$0	12/16/2013		D		2,010 <sup>(5)</sup>		12/31/2013	03/02/2021	Class A Common Stock	\$0	1,508	D	
Perf Based RSUs 3-2-12	\$0	12/16/2013		D		1,838 <sup>(5)</sup>		12/31/2014	03/02/2022	Class A Common Stock	\$0	0	D	
Non-Statutory Stock Option 3-2-2011 - \$48.50	\$48.5	12/16/2013		D		4,615 <sup>(4)</sup>		03/02/2012	03/02/2021	Class A Common Stock	\$0	0	D	
Perf Based RSU 3-2-2011	\$0	12/20/2013		D		1,508 <sup>(1)</sup>		12/31/2013	03/02/2021	Class A Common Stock	\$0	0	D	

Explanation of Responses:

1. Performance Shares in excess of Target cancelled under the terms of Merger Agreement with Linn Energy at close.
2. 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.
3. 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.
4. 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.
5. 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    12/20/2013  
for George W. Ciotti

\*\* 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.**