

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934  
or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See instruction 1(b).

1. Name and Address of Reporting Person* <b>BUSCH RALPH B III</b>			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)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>12/16/2013</b>			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			
C/O BERRY PETROLEUM COMPANY 1999 BROADWAY, SUITE 3700			4. If Amendment, Date of Original Filed (Month/Day/Year)						
(Street)	(City)	(State)	(Zip)						
DENVER	CO	80202							

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		236,239 <sup>(2)</sup>	D	\$0	0	D	
Class A Common Stock	12/16/2013		D		123,363 <sup>(2)</sup>	D	\$0	0	I	As Co-Trustee of Union Bank Trust Shares
Class A Common Stock	12/16/2013		D		75,250 <sup>(2)</sup>	D	\$0	0	I	Busch Family Foundation
Class A Common Stock	12/16/2013		D		28,208 <sup>(2)</sup>	D	\$0	0	I	As Custodian for Minor Children

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 <sup>(1)</sup>		12/16/2013	12/31/2013	Class A Common Stock	2,479	\$0	2,479	D	
2007 Restricted Stock Unit	\$0	12/16/2013		D		792 <sup>(3)</sup>		01/01/2008	12/13/2017	Class A Common Stock	792	\$0	0	D	
March 2 2012 Director RSU Grant	\$0	12/16/2013		D		2,231 <sup>(4)</sup>		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 <sup>(4)</sup>		03/02/2011	03/02/2021	Class A Common Stock	2,499	\$0	0	D	
March 4, 2013 Director RSU Grant	\$0	12/16/2013		D		2,629 <sup>(4)</sup>		03/04/2013	03/04/2023	Class A Common Stock	2,629	\$0	0	D	
Nonstatutory Stock Option 12-15-05	\$30.645	12/16/2013		D		10,000 <sup>(5)</sup>		12/15/2005	12/15/2015	Class A Common Stock	10,000	\$0	0	D	
Nonstatutory Stock Option 12-15-06	\$32.565	12/16/2013		D		10,000 <sup>(5)</sup>		12/15/2006	12/14/2016	Class A Common Stock	10,000	\$0	0	D	
Nonstatutory Stock Options 12-2-04	\$21.77	12/16/2013		D		10,000 <sup>(5)</sup>		12/02/2004	12/02/2014	Class A Common Stock	10,000	\$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				
NSO 2007	\$43.61	12/16/2013		D			3,956 <sup>(5)</sup>	12/14/2007	12/13/2017	Class A Common Stock	3,956	\$0	0	D	
Phantom Stock Units	\$0	12/16/2013		D			48,768 <sup>(6)</sup>	08/08/1988	08/08/1988	Class A Common Stock	48,260	\$0	0	D	
RSU 12-16-2013	\$0	12/16/2013		D			2,479 <sup>(4)</sup>	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.
- Disposed of pursuant to the merger (the "Merger") of Berry Petroleum Company ("Berry") with LinnCo ("Linn") in a stock-for-stock merger. After the transaction Berry will be an indirect wholly owned subsidiary of Linn. Pursuant to the Merger agreement each share of Berry Common Stock will be exchanged for 1.68 shares of LinnCo common shares.
- 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.
- Disposed of pursuant to the merger (the "Merger") of Berry Petroleum Company ("Berry") with LinnCo ("Linn") in a stock-for-stock merger. Pursuant to the Merger agreement each RSU will be exchanged for 1.68 shares of LinnCo common shares.
- Disposed of pursuant to the merger (the "Merger") of Berry Petroleum Company ("Berry") with LinnCo ("Linn") in a stock-for-stock merger. Pursuant to the Merger agreement each option to purchase Berry shares will be 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.
- Disposed of pursuant to terms of Merger Agreement and Proxy Materials in exchange for 1.68 shares of LinnCo Common stock.

Kenneth A Olson under POA for 12/20/2013  
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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