

BERRY PETROLEUM CO  
Form 4  
July 01, 2013

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**BUSCH RALPH B III**

(Last) (First) (Middle)

**C/O BERRY PETROLEUM COMPANY, 1999 BROADWAY, SUITE 3700**

(Street)

**DENVER, CO 80202**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**BERRY PETROLEUM CO [BRY]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**06/30/2013**

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
\_\_\_ Officer (give title below) \_\_\_ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D) Code V Amount (D) Price                                |   |  |   |
| Class A Common Stock            |                                      |  |                                |   | 230,558   | D  |   |
| Class A Common Stock            |                                      |  |                                |   | 123,363   | I  | As Co-Trustee of Union Bank Trust Shares              |
| Class A Common Stock            |                                      |  |                                |   | 76,500  | I  | Busch Family Foundation                               |

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|                            |        |   |  |
|----------------------------|--------|---|--|
| Class A<br>Common<br>Stock | 28,208 | I | As<br>Custodian<br>for Minor<br>Children |
|----------------------------|--------|---|--|

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount<br>Underlying Securities<br>(Instr. 3 and 4) | Amount<br>or<br>Number<br>of Shares |
|---|--|---|---|--------------------------------------|--|--|--|-------------------------------------|
|   |  |   |   | Code                                 | V (A) (D)  | Date Exercisable<br>Expiration Date                            | Title  |                                     |
| Nonstatutory<br>Stock<br>Options<br>12-2-03         | \$ 9.61  |   |   |                                      |  | 12/02/2003<br>12/02/2013                                       | Class A<br>Common<br>Stock                                       | 10,000                              |
| Nonstatutory<br>Stock<br>Options<br>12-2-04         | \$ 21.77   |   |   |                                      |  | 12/02/2004<br>12/02/2014                                       | Class A<br>Common<br>Stock                                       | 10,000                              |
| Nonstatutory<br>Stock Option<br>12-15-05            | \$ 30.645  |   |   |                                      |  | 12/15/2005<br>12/15/2015                                       | Class A<br>Common<br>Stock                                       | 10,000                              |
| Nonstatutory<br>Stock Option<br>12-15-06            | \$ 32.565  |   |   |                                      |  | 12/15/2006<br>12/14/2016                                       | Class A<br>Common<br>Stock                                       | 10,000                              |
| 2007<br>Restricted<br>Stock Unit <sup>(1)</sup>     | \$ 0 <sup>(2)</sup>  |   |   |                                      |  | 01/01/2008 <sup>(3)</sup><br>12/13/2017                        | Class A<br>Common<br>Stock                                       | 792                                 |
| NSO 2007  | \$ 43.61   |   |   |                                      |  | 12/14/2007<br>12/13/2017                                       | Class A<br>Common<br>Stock                                       | 3,950                               |
|   | \$ 0 <sup>(2)</sup>  |   |   |                                      |  | 03/02/2011 <sup>(3)</sup><br>03/02/2021                        |  | 2,490                               |

|   |      |            |  |   |            |            |            |                            |      |
|---|------|------------|--|---|------------|------------|------------|----------------------------|------|
| March 2011<br>Director RSU<br>(1)         |      |            |  |   |            |            |            | Class A<br>Common<br>Stock |      |
| March 2<br>2012<br>Director RSU<br>Grant  | \$ 0 |            |  |   |            | 03/02/2012 | 03/02/2022 | Class A<br>Common<br>Stock | 2,23 |
| March 4,<br>2013<br>Director RSU<br>Grant | \$ 0 |            |  |   |            | 03/04/2013 | 03/04/2023 | Class A<br>Common<br>Stock | 2,62 |
| Phantom<br>Stock Units                    | \$ 0 | 06/30/2013 |  | A | 518<br>(4) | 08/08/1988 | 08/08/1988 | Class A<br>Common<br>Stock | 47,7 |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| BUSCH RALPH B III<br>C/O BERRY PETROLEUM COMPANY<br>1999 BROADWAY, SUITE 3700<br>DENVER, CO 80202 |               |           |         |       |

## Signatures

Kenneth A Olson under POA for Ralph Busch 07/01/2013

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

- \* 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).
- (1) 1 for 1
- (2) Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock
- (3) The RSU is subject to a deferral election. Shares of Class A Common Stock will be delivered to the reporting person as per the terms of the deferral election.
- (4) 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.