

BERRY PETROLEUM CO  
Form 4  
December 20, 2013

**FORM 4**

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

OMB APPROVAL

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**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 \*  
**DUGINSKI MICHAEL**

(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)  
**12/16/2013**

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)  
Exec. VP & COO

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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount (A) or (D) Price   |  |                                   |
| Class A Common Stock            | 12/16/2013                           |  | D                              |   | 43,447 (2) \$ 0 0   | D  |                                   |
| Class A Common Stock            | 12/16/2013                           |  | D                              |   | 17,456 (2) \$ 0 0   | I  | Held in 401(k) Plan               |

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

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number.

**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 Underlying Security (Instr. 3 and 4) | Am or Nur of S |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|----------------|
|   |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title   |                |
| Perf Based RSU 3-2-2011                       | \$ 0   | 12/16/2013                           |  | D                              | 4,832<br>(1)  | 12/31/2013 03/02/2021                                    | Class A Common Stock  | 11             |
| Perf Based RSUs 3-2-12                        | \$ 0   | 12/16/2013                           |  | D                              | 4,420<br>(1)  | 12/31/2014 03/02/2022                                    | Class A Common Stock  | 10             |
| 2007 Restricted Stock Unit                    | \$ 0   | 12/16/2013                           |  | D                              | 7,224<br>(3)  | 12/14/2008 12/13/2017                                    | Class A Common Stock  | 7,             |
| 2008 Restricted Stock Units                   | \$ 0   | 12/16/2013                           |  | D                              | 56,000<br>(3)   | 12/12/2009 12/11/2018                                    | Class A Common Stock  | 56             |
| 2009 Restricted Stock Units                   | \$ 0   | 12/16/2013                           |  | D                              | 42,919<br>(3)   | 12/11/2010 12/11/2019                                    | Class A Common Stock  | 42             |
| March 2, 2012 Employee RSU Grant              | \$ 0   | 12/16/2013                           |  | D                              | 8,842<br>(3)  | 03/02/2013 03/02/2022                                    | Class A Common Stock  | 8,             |
| March 2011 Employee RSU Grant                 | \$ 0   | 12/16/2013                           |  | D                              | 12,887<br>(3)   | 03/02/2012 03/02/2021                                    | Class A Common Stock  | 12             |
| March 4, 2013 Employee RSU Grant              | \$ 0   | 12/16/2013                           |  | D                              | 27,145<br>(3)   | 03/04/2014 03/04/2023                                    | Class A Common Stock  | 27             |
| Non Statutory Stock Option 3-2-12             | \$ 53.02   | 12/16/2013                           |  | D                              | 13,914<br>(4)   | 03/02/2013 03/02/2022                                    | Class A Common Stock  | 13             |
| Non-Statutory Stock Option 3-2-2011 - \$48.50 | \$ 48.5  | 12/16/2013                           |  | D                              | 14,790<br>(4)   | 03/02/2012 03/02/2021                                    | Class A Common Stock  | 14             |



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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.

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.