BERRY PETROLEUM CO

Form 4

December 20, 2013

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

OMB Number:

3235-0287

Check this box if no longer

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005

OMB APPROVAL

subject to Section 16. Form 4 or Form 5

SECURITIES

Estimated average burden hours per response... 0.5

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and A Ciotti Georg	ddress of Reporting e W	;	Symbol	Name and PETROI				5. Relationship o Issuer		
(Last) 1999 BROA	(First) (1	(3. Date of (Month/Date)	•	ansaction			Director Officer (give below)		o Owner er (specify
DENVER, O	(Street)			ndment, Dat h/Day/Year)	Č			6. Individual or J Applicable Line) _X_ Form filed by	•	ng(Check erson
(City)	(State)	(Zip)	Table	I Non D	omiwatiwa S	oouwit	tos A os	Person uired, Disposed o	of an Danoficial	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)		ed Date, if	3.	4. Securit on(A) or Dis (D) (Instr. 3, 4	ies Ac sposed	quired l of	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	-
Class A Common Stock	12/16/2013			Code V D	Amount 14,535 (2)	(D)	Price	(Instr. 3 and 4)	D	
Class A Common Stock	12/16/2013			D	6,718 (2)	D	\$0	0	I	Held in 401(k) account

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

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$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

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. 5. Number Transaction Derivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amoun Underlying Securiti (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amor or Numl of Share
Perf Based RSUs 3-2-12	\$ 0	12/16/2013		D	1,380 (1)	12/31/2014	03/02/2022	Class A Common Stock	3,2
March 2, 2012 Employee RSU Grant	\$ 0	12/16/2013		D	2,759 (3)	03/02/2013	03/02/2022	Class A Common Stock	2,7:
March 2011 Employee RSU Grant	\$ 0	12/16/2013		D	4,021 (3)	03/02/2012	03/02/2021	Class A Common Stock	4,02
March 4, 2013 Employee RSU Grant	\$ 0	12/16/2013		D	8,687 (3)	03/04/2014	03/04/2023	Class A Common Stock	8,68
Non Statutory Stock Option 3-2-12	\$ 53.02	12/16/2013		D	4,342 (4)	03/02/2013	03/02/2022	Class A Common Stock	4,34
Perf Based RSU 3-2-2011	\$ 0	12/16/2013		D	2,010 (5)	12/31/2013	03/02/2021	Class A Common Stock	3,5
Perf Based RSUs 3-2-12	\$ 0	12/16/2013		D	1,838 (5)	12/31/2014	03/02/2022	Class A Common Stock	3,2
Non-Statutory Stock Option 3-2-2011 - \$48.50	\$ 48.5	12/16/2013		D	4,615 (4)	03/02/2012	03/02/2021	Class A Common Stock	4,6
Perf Based RSU 3-2-2011	\$ 0	12/20/2013		D	1,508 (1)	12/31/2013	03/02/2021	Class A Common Stock	3,5

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Ciotti George W

1999 BROADWAY, SUITE 3700 VP of Rocky Mtn Prod

DENVER, CO 80202

Signatures

Kenneth A. Olson Under POA for George W. Ciotti 12/20/2013

**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) Performance Shares in excess of Target cancelled under the terms of Merger Agreement with Linn Energy at close.
- 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 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.

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