

BUSCH RALPH B III
Form 4
May 17, 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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
05/15/2013

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

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

(Street)

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

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

DENVER, CO 80202

(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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V Amount (D) Price | | | |
| 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 |
| Class A Common Stock | | | | | 28,208 | I | As Custodian for Minor |

Children

Class A
Common Stock 05/15/2013 G 11,667⁽⁵⁾ A \$ 0 230,558 D

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

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 control number.

SEC 1474
(9-02)

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) |
|--|--|--------------------------------------|--|--------------------------------|---|---|---|
| Nonstatutory Stock Options 12-2-03 | \$ 9.61 | | | | | Date Exercisable: 12/02/2003 Expiration Date: 12/02/2013 | Class A Common Stock 10,000 |
| Nonstatutory Stock Options 12-2-04 | \$ 21.77 | | | | | Date Exercisable: 12/02/2004 Expiration Date: 12/02/2014 | Class A Common Stock 10,000 |
| Nonstatutory Stock Option 12-15-05 | \$ 30.645 | | | | | Date Exercisable: 12/15/2005 Expiration Date: 12/15/2015 | Class A Common Stock 10,000 |
| Phantom Stock Units ⁽¹⁾ | \$ 0 ⁽¹⁾ | | | | | Date Exercisable: 08/08/1988 ⁽²⁾ Expiration Date: 08/08/1988 ⁽²⁾ | Class A Common Stock 47,700 |
| Nonstatutory Stock Option 12-15-06 | \$ 32.565 | | | | | Date Exercisable: 12/15/2006 Expiration Date: 12/14/2016 | Class A Common Stock 10,000 |
| 2007 Restricted Stock Unit ⁽¹⁾ | \$ 0 ⁽³⁾ | | | | | Date Exercisable: 01/01/2008 ⁽⁴⁾ Expiration Date: 12/13/2017 | Class A Common Stock 79,000 |

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| Grant Date | Amount | Expiration Date | Class | Shares |
|---|---------------------|---------------------------|------------|--------------------------|
| NSO 2007 | \$ 43.61 | 12/14/2007 | 12/13/2017 | Class A Common Stock 3,9 |
| March 2011 Director RSU (1) | \$ 0 ⁽³⁾ | 03/02/2011 ⁽⁴⁾ | 03/02/2021 | Class A Common Stock 2,4 |
| March 2 2012 Director RSU Grant | \$ 0 | 03/02/2012 | 03/02/2022 | Class A Common Stock 2,2 |
| March 4, 2013 Director RSU Grant | \$ 0 | 03/04/2013 | 03/04/2023 | Class A Common Stock 2,6 |

Reporting Owners

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

Signatures

Kenneth A Olson under POA for Ralph Busch 05/17/2013

**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) 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.
- (3) Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock
- (4) 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.
- (5) Gifted Shares Received

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.