#### BERRY PETROLEUM CO

Form 4

March 10, 2006

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

January 31, 2005

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**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

Check this box

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 See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \* DALE DONALD A

(First)

(Street)

2. Issuer Name and Ticker or Trading

Issuer

5. Relationship of Reporting Person(s) to

Symbol

BERRY PETROLEUM CO [BRY]

(Check all applicable)

C/O BERRY PETROLEUM COMPANY, 5201 TRUXTUN

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year) 03/08/2006

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

Controller

AVE., SUITE 300

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

BAKERSFIELD, CA 93309

(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 on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
Class A Common Stock	03/08/2006		M(3)	2,250	A	\$ 16.3	4,091	D		
Class A Common Stock	03/08/2006		M(3)	1,500	A	\$ 16.5	5,591	D		
Class A Common Stock	03/08/2006		M <u>(3)</u>	250	A	\$ 19.94	5,841	D		
Class A	03/08/2006		F(3)	2,092	D	\$ 65.9	3,749	D		

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# Common Stock

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

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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. Transactio Code (Instr. 8)	5. Number action Derivative Securities 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amour or Number of Shares
Nonstatutory Stock Option (Right to Buy) NSO	\$ 16.3	03/08/2006		M(3)		2,250	12/07/2002	12/07/2011	Class A Common Stock	2,25
Nonstatutory Stock Option (Right to Buy) NSO	\$ 16.5	03/08/2006		M <u>(3)</u>		1,500	12/06/2003	12/06/2012	Class A Common Stock	1,50
Nonstatutory Stock Option (Right to Buy) NSO	\$ 19.94	03/08/2006		M(3)		250	12/05/2004	12/05/2013	Class A Common Stock	250
Nonstatutory Stock Option (Right to Buy) NSO	\$ 43.16						11/23/2005	11/23/2014	Class A Common Stock	6,00
Nonstatutory Stock Option (Right to Buy) NSO	\$ 61.29						12/15/2006	12/15/2015	Class A Common Stock	2,50
Restricted Stock Units (RSU) (2)	<u>(2)</u>						<u>(1)</u>	<u>(1)</u>	Class A Common Stock	800

### **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

DALE DONALD A C/O BERRY PETROLEUM COMPANY 5201 TRUXTUN AVE., SUITE 300 BAKERSFIELD, CA 93309

Controller

### **Signatures**

Kenneth A. Olson under Power of Attorney on file

03/10/2006

\*\*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) The restricted stock units vest in four equal annual installments beginning December 15, 2006. Shares of Class A Common Stock will be delivered to the reporting person at the time of vesting.
- (2) Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock.
- (3) Exercise of Stock Options under the Company's 1994 Stock Option Plan in a transaction exempt under Rule 16b.

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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