BERRY PETROLEUM CO

Form 4

November 06, 2007

FORM 4

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

OMB Number:

Check this box if no longer subject to

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

3235-0287 January 31, Expires: 2005

OMB APPROVAL

Section 16. Form 4 or Form 5 obligations

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

burden hours per response...

Estimated average

may continue. See Instruction

30(h) of the Investment Company Act of 1940

0.5

1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person * GOEHRING RALPH J | | | 2. Issuer Name and Ticker or Trading Symbol BERRY PETROLEUM CO [BRY] | 5. Relationship of Reporting Person(s) to Issuer | | |
|--|----------|----------|--|---|--|--|
| | | | DERKT FETROLEUM CO [BK1] | (Check all applicable) | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction | | | |
| | | | (Month/Day/Year) | Director 10% Owner | | |
| C/O BERRY PETROLEUM | | | 11/02/2007 | Officer (give title Other (specify | | |
| COMPANY 5201 TRUXTUN | | | | below) below) Executive VP and CFO | | |
| | (Street) | | 4. If Amendment, Date Original | 6. Individual or Joint/Group Filing(Check | | |
| | | | Filed(Month/Day/Year) | Applicable Line) _X_ Form filed by One Reporting Person | | |
| BAKERSFIELD, CA 93309 | | | | Form filed by More than One Reporting Person | | |

| (City) | (State) | (Zip) Tabl | le I - Non-D | erivative S | Securi | ties Acqu | ired, Disposed of | , or Beneficiall | y Owned |
|--------------------------------------|---|---|--|--|--------|---------------|--|--|---|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transactio Code (Instr. 8) | 4. Securit on(A) or Dis (Instr. 3, | sposed | of (D) | 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 Beneficial Ownership (Instr. 4) |
| Class A Common Stock | 11/02/2007 | | Code V M | Amount 15,000 | (D) | Price \$ 9.97 | 80,474 | D | |
| Class A Common Stock | 11/02/2007 | | S | 200 | D | \$ 45.59 | 80,274 | D | |
| Class A Common Stock | 11/02/2007 | | S | 100 | D | \$ 45.55 | 80,174 | D | |
| Class A Common | 11/02/2007 | | S | 100 | D | \$ 45.51 | 80,074 | D | |

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| Stock | | | | | | |
|----------------------------|------------|---|-------|---|--------------------|---|
| Class A Common Stock | 11/02/2007 | S | 300 | D | \$ 45.5 79,774 | D |
| Class A Common Stock | 11/02/2007 | S | 400 | D | \$ 45.49 79,374 | D |
| Class A Common Stock | 11/02/2007 | S | 1,200 | D | \$ 45.48 78,174 | D |
| Class A Common Stock | 11/02/2007 | S | 600 | D | \$ 45.47 77,574 | D |
| Class A Common Stock | 11/02/2007 | S | 300 | D | \$ 45.46 77,274 | D |
| Class A Common Stock | 11/02/2007 | S | 1,400 | D | \$ 45.44 75,874 | D |
| Class A Common Stock | 11/02/2007 | S | 1,009 | D | \$ 45.43 74,865 | D |
| Class A Common Stock | 11/02/2007 | S | 300 | D | \$ 74,565 45.42 | D |
| Class A Common Stock | 11/02/2007 | S | 900 | D | \$ 73,665 45.41 | D |
| Class A Common Stock | 11/02/2007 | S | 100 | D | \$ 45.4 73,565 | D |
| Class A Common Stock | 11/02/2007 | S | 200 | D | \$ 73,365 45.39 | D |
| Class A Common Stock | 11/02/2007 | S | 3,100 | D | \$ 45.38 70,265 | D |
| Class A Common Stock | 11/02/2007 | S | 100 | D | \$ 70,165 | D |
| Class A Common Stock | 11/02/2007 | S | 200 | D | \$ 45.34 69,965 | D |

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| Class A Common Stock | 11/02/2007 | S | 300 | D | \$ 45.33 | 69,665 | D | |
|----------------------------|------------|-----|--------|---|-------------|--------|---|---------------------------|
| Class A Common Stock | 11/02/2007 | S | 700 | D | \$ 45.32 | 68,965 | D | |
| Class A Common Stock | 11/02/2007 | S | 345 | D | \$ 45.31 | 68,620 | D | |
| Class A Common Stock | 11/02/2007 | S | 3,146 | D | \$ 45.3 | 65,474 | D | |
| Class A Common Stock | 11/02/2007 | J V | 35 (7) | D | \$ 0 | 4,947 | I | Held in 401(k) Plan |

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) | Code | 5. Number of orDerivative Securities 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 Securit (Instr. 3 and 4) | |
|---|---|---|---|--------|---|--|--------------------|--|-----------------------------|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amor or Numl of Sh |
| Nonstatutory Stock Option | \$ 21.58 | | | | | 11/23/2005 | 11/23/2014 | Class A Common Stock | 70,0 |
| Nonstatutory Stock Option | \$ 30.645 | | | | | 12/15/2006 | 12/15/2015 | Class A Common Stock | 40,0 |
| Restricted Stock Units | \$ 0 (1) | | | | | (2) | (3) | Class A Common Stock | 7,5 |
| Nonstatutory Stock Option | \$ 32.565 | | | | | 12/15/2007 | 12/14/2016 | Class A Common | 40,0 |

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| Restricted Stock Units | \$ 0 (4) | | | | <u>(5)</u> | <u>(6)</u> | Class A Common Stock | 10,0 |
|------------------------------|----------|------------|---|--------|------------|------------|----------------------------|------|
| Nonstatutory Stock Option | \$ 9.97 | 11/02/2007 | М | 15,000 | 12/05/2004 | 12/05/2013 | Class A Common Stock | 15,0 |

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

GOEHRING RALPH J C/O BERRY PETROLEUM COMPANY 5201 TRUXTUN BAKERSFIELD, CA 93309

Executive VP and CFO

Stock

Signatures

Kenneth A Olson under POA for Ralph Goehring 11/06/2007

**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) Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock
- (2) The restricted stock units vests 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.
- (3) The restricted stock units vests 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.
- (4) Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock
- (5) The restricted stock units vests in four equal annual installments beginning December 15, 2007. Shares of Class A Common Stock will be delivered to the reporting person at the time of vesting.
- (6) The restricted stock units vests in four equal annual installments beginning December 15, 2007. Shares of Class A Common Stock will be delivered to the reporting person at the time of vesting.
- (7) Changes in the number of shares of Common Stock held in the individuals 401(k) account due to required maintenance of cash position. All transactions were at market and non-discretionary.

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.

Reporting Owners 4