#### BERRY PETROLEUM CO

Form 4

November 08, 2007

# FORM 4

Check this box

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB 3235-0287

**OMB APPROVAL** 

Number:

January 31, Expires: 2005

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if no longer subject to 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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * GOEHRING RALPH J			2. Issuer Name <b>and</b> Ticker or Trading Symbol BERRY PETROLEUM CO [BRY]					-6	5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle)  C/O BERRY PETROLEUM  COMPANY 5201 TRUXTUN			3. Date of Earliest Transaction (Month/Day/Year) 11/06/2007						(Check all applicable)  Director 10% Owner Officer (give title Other (specify below)  Executive VP and CFO			
				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			
(City)	(State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								ly Owned			
1.Title of Security (Instr. 3)	2. Transaction E (Month/Day/Ye	ar) Execution	med on Date, if Day/Year)	3. Transa Code (Instr.	8)	4. Securit on(A) or Dis (Instr. 3, 4)	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									4,947	I	Held in 401(k) Plan	
Class A Common Stock	11/06/2007			M		15,000	A	\$ 9.97	80,474	D		
Class A Common Stock	11/06/2007			S		5,000	D	\$ 46.95	75,474	D		
Class A Common	11/06/2007			S		10,000	D	\$ 46.7	65,474	D		

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Stock						
Class A Common Stock	11/07/2007	M	5,000	A	\$ 9.97 70,474	D
Class A Common Stock	11/07/2007	S	5,000	D	\$ 47.05 65,474	D

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

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SEC 1474

(9-02)

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

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 of TransactionDerivative 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 Amour Underlying Securit (Instr. 3 and 4)		
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Num 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)	<u>(3)</u>	Class A Common Stock	7,5
Nonstatutory Stock Option	\$ 32.565						12/15/2007	12/14/2016	Class A Common Stock	40,0
Restricted Stock Units	\$ 0 (4)						<u>(5)</u>	<u>(6)</u>	Class A Common Stock	10,0
Nonstatutory Stock Option	\$ 9.97	11/06/2007		M <u>(7)</u>		15,000	12/05/2004	12/05/2013	Class A Common Stock	15,0

Nonstatutory Stock Option \$ 9.97 11/07/2007 M(8) 5,000 12/05/2004 12/05/2013 Common Stock

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

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

Executive VP and CFO

### **Signatures**

Kenneth A Olson under POA for Ralph Goehring 11/08/2007

\*\*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) Exercise of Stock Options under the Company's equity plans in a transaction exempt under Rule 16b.
- (8) Exercise of Stock Options under the Company's equity plans 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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