BERRY PETROLEUM CO

Form 4

December 19, 2007

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Washington, D.C. 20549

Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

Section 16.

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 Address of Reporting Person * BUSCH RALPH B III			nbol	Ticker or Trading LEUM CO [BRY]	5. Relationship of Reporting Person(s) to Issuer		
(M			Date of Earliest Tronth/Day/Year) /14/2007	ransaction	(Check all applicable) Director 10% Owner Officer (give title below) Other (specify below)		
			f Amendment, Da ed(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-I	Derivative Securities A	cquired, Dispose	d of, or Benefic	cially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	e 2A. Deemed Execution Dat any (Month/Day/Y	Code Year) (Instr. 8)	4. Securities onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price	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)
Stock Class A Common Stock					90,000	I	As Co-Trustee of Charitable Trust
Class A Common Stock					126,665	I	As Co-Trustee of Union Bank Trust Shares

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Class A			Busch
Common	7,500	I	Family
Stock			Foundation

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. Transactic Code (Instr. 8)	5. Num on of Deri Securit Acquir (A) or Dispose (D) (Instr. 3 and 5)	vative ies ed ed of	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and A Underlying S (Instr. 3 and 4
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Nonstatutory Stock Options	\$ 7.8438						12/02/2000	12/02/2010	Class A Common Stock
Nonstatutory Stock Options	\$ 7.725						12/02/2001	12/02/2011	Class A Common Stock
Nonstatutory Stock Options	\$ 8.07						12/02/2002	12/02/2012	Class A Common Stock
Nonstatutory Stock Options	\$ 9.61						12/02/2003	12/02/2013	Class A Common Stock
Nonstatutory Stock Options	\$ 21.77						12/02/2004	12/02/2014	Class A Common Stock
Nonstatutory Stock Option	\$ 30.645						12/15/2005	12/15/2015	Class A Common Stock
Phantom Stock Units	\$ 0 (2)						08/08/1988(3)	08/08/1988(4)	Class A Common Stock
	\$ 32.565						12/15/2006	12/14/2016	

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Nonstatutory Stock Option							Class A Common Stock
2007 Restricted Stock Unit (6)	\$ 0 <u>(7)</u>	12/14/2007	A(8)	1,319	01/01/2008(9)	12/13/2017(10)	Class A Common Stock
NSO 2007	\$ 43.61	12/14/2007	A(11)	3,956	12/14/2007	12/13/2017	Class A Common Stock

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

BUSCH RALPH B III C/O BERRY PETROLEUM COMPANY 5201 TRUXTUN BAKERSFIELD, CA 93309

Signatures

Kenneth A Olson under POA for Ralph Busch

12/18/2007

**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)** 1 for 1
- (**2**) 1 for 1
- (3) 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.
- (4) 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.
- (5) 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.
- (**6**) 1 for 1
- (7) Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock
- (8) The RSU granted is 100% vested at the date of grant but the receipt of shares are subject to a deferral period which is generally at least four years from the grant date as per the deferral election.
- (9) The RSU granted is 100% vested at the date of grant but the receipt of shares are subject to a deferral period which is generally at least four years from the grant date as per the deferral election.
- (10) 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.
- (11) Grant of Non-statutory stock option under the Company's 2005 Equity Incentive Plan in a transaction exempt under Rule 16b-3(c). Options are 100% vested on date of grant.

(12)

Reporting Owners 3

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Grant of Non-statutory stock option under the Company's 2005 Equity Incentive Plan in a transaction exempt under Rule 16b-3(c). Options are 100% vested on date of grant.

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.