

BERRY PETROLEUM CO  
Form 4  
December 20, 2007

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
**CRAWFORD GEORGE T**

(Last) (First) (Middle)

**C/O BERRY PETROLEUM  
COMPANY 5201 TRUXTUN**

(Street)

**BAKERSFIELD, CA 93309**

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
**12/14/2007**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_\_ Other (specify below)  
**VP of CA Production**

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

**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 Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	12/14/2007		<u>J</u> <sup>(8)</sup>		37 <sup>(9)</sup>	A	\$ 0	2,370	I	Held in 401(k) Plan
Class A Common Stock	12/15/2007		<u>M</u> <sup>(10)</sup>		1,250	A	\$ 43.61	1,250	D	
Class A Common Stock	12/15/2007		<u>M</u> <sup>(11)</sup>		1,500	A	\$ 43.61	2,750	D	
Class A Common	12/15/2007		<u>F</u> <sup>(22)</sup>		1,259	D	\$ 43.61	1,491	D	

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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. 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 Underlying (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Nonstatutory Stock Option	\$ 8.25					12/06/2003 12/06/2012	Class A Common Stock
Nonstatutory Stock Option	\$ 9.97					12/05/2004 12/05/2013	Class A Common Stock
Nonstatutory Stock Option	\$ 21.58					11/23/2005 11/23/2014	Class A Common Stock
Nonstatutory Stock Option	\$ 30.645					12/15/2006 12/15/2015	Class A Common Stock
Nonstatutory Stock Option	\$ 32.565					12/15/2007 12/14/2016	Class A Common Stock
2007 Restricted Stock Unit <sup>(1)</sup>	\$ 0 <sup>(2)</sup>	12/14/2007		M <sup>(3)</sup>	4,759	<sup>(4)</sup> 12/13/2017 <sup>(5)</sup>	Class A Common Stock
NSO 2007	\$ 43.61	12/14/2007		M <sup>(6)</sup>	14,279	12/14/2008 12/13/2017	Class A Common Stock
2005 Restricted Stock Units <sup>(12)</sup>	\$ 0 <sup>(13)</sup>	12/15/2007		M <sup>(14)</sup>	1,250	<sup>(15)</sup> <sup>(16)</sup>	Class A Common Stock
	\$ 0 <sup>(18)</sup>	12/15/2007		M <sup>(19)</sup>	1,500	<sup>(20)</sup> <sup>(21)</sup>	



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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.

- (17) 1 for 1
- (18) Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock
- (19) Vesting of 25% of RSUs granted 12-15-2006
- (20) 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.
- (21) 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.
- (22) Shares withheld incident to vesting of RSUs for the payment of tax liability issued in accordance with Rule 16b-3.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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