BERRY PETROLEUM CO

Form 4 June 26, 2008

FORM 4

Check this box

if no longer

subject to

Section 16.

Form 4 or

obligations

may continue.

See Instruction

Form 5

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average

OMB APPROVAL

burden hours per response...

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

1(b).

Common

(Print or Type Responses)

			Symbol	2. Issuer Name and Ticker or Trading Symbol BERRY PETROLEUM CO [BRY]				5. Relationship of Reporting Person(s) to Issuer			
	(First) Y PETROLEU Y 5201 TRUX			of Earliest T Day/Year) 2008	ransaction			Director Officer (give below)		Owner er (specify	
				If Amendment, Date Original led(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)	Tab	le I - Non-	Derivative	Secu	rities Acqu	ired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction I (Month/Day/Ye	ear) Execution	med on Date, if Day/Year)	Code (Instr. 8)	4. Secur or(A) or D (Instr. 3,	ispose 4 and (A) or	ed 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								4,902	I	Held in 401(k) Plan	
Class A Common Stock	06/24/2008			M	7,020	A	\$ 30.645	75,006	D		
Class A Common Stock	06/24/2008			S	200	D	\$ 61.83	74,806	D		
Class A	06/24/2008			S	100	D	\$ 61.82	74,706	D		

Edgar Filing: BERRY PETROLEUM CO - Form 4

Stock							
Class A Common Stock	06/24/2008	S	100	D	\$ 61.8	74,606	D
Class A Common Stock	06/24/2008	S	200	D	\$ 61.78	74,406	D
Class A Common Stock	06/24/2008	S	300	D	\$ 61.77	74,106	D
Class A Common Stock	06/24/2008	S	400	D	\$ 61.76	73,706	D
Class A Common Stock	06/24/2008	S	400	D	\$ 61.75	73,306	D
Class A Common Stock	06/24/2008	S	100	D	\$ 61.74	73,206	D
Class A Common Stock	06/24/2008	S	200	D	\$ 61.73	73,006	D
Class A Common Stock	06/24/2008	S	100	D	\$ 61.72	72,906	D
Class A Common Stock	06/24/2008	S	800	D	\$ 61.71	72,106	D
Class A Common Stock	06/24/2008	S	200	D	\$ 61.7	71,906	D
Class A Common Stock	06/24/2008	S	300	D	\$ 61.69	71,606	D
Class A Common Stock	06/24/2008	S	530	D	\$ 61.67	71,076	D
Class A Common Stock	06/24/2008	S	400	D	\$ 61.66	70,676	D
Class A Common Stock	06/24/2008	S	300	D	\$ 61.65	70,376	D

Edgar Filing: BERRY PETROLEUM CO - Form 4

Class A Common Stock	06/24/2008	S	600	D	\$ 61.64 69,776	D
Class A Common Stock	06/24/2008	S	390	D	\$ 61.63 69,386	D
Class A Common Stock	06/24/2008	S	200	D	\$ 61.62 69,186	D
Class A Common Stock	06/24/2008	S	200	D	\$ 61.61 68,986	D
Class A Common Stock	06/24/2008	S	600	D	\$ 61.6 68,386	D
Class A Common Stock	06/24/2008	S	400	D	\$ 61.59 67,986	D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(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)	Secur Acqui (A) or	rivative ities ired rosed of . 3, 4,	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and An Underlying Sec (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amour or Number of Shar
Nonstatutory Stock Option 11-23-04	\$ 21.58						11/23/2005	11/23/2014	Class A Common Stock	17,50
2005 Restricted Stock Units	\$ 0 (2)						<u>(3)</u>	<u>(4)</u>	Class A Common Stock	5,00

Edgar Filing: BERRY PETROLEUM CO - Form 4

Nonstatutory Stock Option 12-15-06	\$ 32.565				12/15/2007	12/14/2016	Class A Common Stock	40,00
2006 Restricted Stock Units (5)	\$ 0 (6)				<u>(7)</u>	<u>(8)</u>	Class A Common Stock	7,50
Nonstatutory Stock Option 12-15-05	\$ 30.645	06/24/2008	М	7,020	12/15/2006	12/15/2015	Class A Common Stock	7,02

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 06/26/2008

**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) Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock
- (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) 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.
- **(5)** 1 for 1
- (6) Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock
- (7) 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.
- (8) 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.

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