

BERRY PETROLEUM CO
Form 4
December 16, 2005

FORM 4

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

OMB APPROVAL

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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 *
GOEHRING RALPH J

(Last) (First) (Middle)

C/O BERRY PETROLEUM COMPANY, 5201 TRUXTUN AVE., SUITE 300

(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)
12/15/2005

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)
Executive VP and CFO

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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Class A Common Stock					24,506	D	
Class A Common Stock	12/15/2005		J	V 19 <u>(1)</u> A <u>\$ 0 (1)</u>	2,443	I	Held in 401(k) Plan

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

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number.

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 Amount of Underlying Security (Instr. 3 and 4)
				Code V (A) (D)		Date Exercisable Expiration Date	Title Amount or Number of Shares
Nonstatutory Stock Option (Right to Buy) NSO	\$ 16.3					12/07/2002 12/07/2011	Class A Common Stock 30,000
Nonstatutory Stock Option (Right to Buy) NSO	\$ 16.5					12/06/2003 12/06/2012	Class A Common Stock 15,000
Nonstatutory Stock Option (Right to Buy) NSO	\$ 19.94					12/05/2004 12/05/2013	Class A Common Stock 30,000
Nonstatutory Stock Option (Right to Buy) NSO	\$ 43.16					11/23/2005 11/23/2014	Class A Common Stock 35,000
Nonstatutory Stock Option (Right to Buy) NSO	\$ 61.29	12/15/2005		A ⁽²⁾	20,000	12/15/2006 12/15/2015	Class A Common Stock 20,000
Restricted Stock Units (RSU) ⁽³⁾	<u>(3)</u>	12/15/2005		A ⁽⁴⁾	5,000	<u>(5)</u> <u>(5)</u>	Class A Common Stock 5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOEHRING RALPH J C/O BERRY PETROLEUM COMPANY 5201 TRUXTUN AVE., SUITE 300			Executive VP and CFO	

BAKERSFIELD, CA 93309

Signatures

Kenneth A. Olson under Power of Attorney
on file

12/16/2005

__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).

The change in the number of shares in the Berry Petroleum Company Common Stock Fund in the Company's 401(k) Plan is due to the

 - (1) required acquisition or liquidation of shares to cover the required cash portion of the fund since the prior report. All transactions were at market and no discretionary transactions have occurred in the holdings of Company Stock in the 401(k) Plan.
 - (2) Grant of Nonstatutory Stock Option under the Company's 2005 Equity Incentive Plan in a transaction exempt under Rule 16b-3(c). Shares vest at 25% annually from date of grant.
 - (3) Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock.
 - (4) Grant of Restricted Stock Unit (RSU) under the Company's 2005 Equity Incentive Plan in a transaction exempt under Rule 16b-3(c). RSUs vest at 25% annually from date of grant.
 - (5) The restricted stock units vest 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.

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.