

BERRY PETROLEUM CO  
Form 4  
March 29, 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 \*  
**BUSCH RALPH B III**

(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)  
**03/27/2007**

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)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)<br>Code V Amount (D) Price                             |   |  |   |
| Class A Common Stock            |                                      |  |                                |   | 97,750  | I  | As Co-Trustee of Charitable Trust                     |
| Class A Common Stock            |                                      |  |                                |   | 128,040   | I  | As Co-Trustee of Union Bank Trust Shares              |
| Class A Common Stock            |                                      |  |                                |   | 7,500   | I  | Busch Family  |

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|                            |            |  |   |       |   |             |         | Foundation |
|----------------------------|------------|--|---|-------|---|-------------|---------|------------|
| Class A<br>Common<br>Stock | 03/27/2007 |  | S | 100   | D | \$<br>30.63 | 152,478 | D          |
| Class A<br>Common<br>Stock | 03/27/2007 |  | S | 900   | D | \$<br>30.65 | 151,578 | D          |
| Class A<br>Common<br>Stock | 03/27/2007 |  | S | 300   | D | \$<br>30.66 | 151,278 | D          |
| Class A<br>Common<br>Stock | 03/27/2007 |  | S | 100   | D | \$<br>30.67 | 151,178 | D          |
| Class A<br>Common<br>Stock | 03/27/2007 |  | S | 100   | D | \$<br>30.68 | 151,078 | D          |
| Class A<br>Common<br>Stock | 03/27/2007 |  | S | 1,500 | D | \$<br>30.75 | 149,578 | D          |
| Class A<br>Common<br>Stock | 03/28/2007 |  | S | 3,500 | D | \$ 31.1     | 146,078 | D          |
| Class A<br>Common<br>Stock | 03/28/2007 |  | S | 100   | D | \$<br>31.12 | 145,978 | D          |
| Class A<br>Common<br>Stock | 03/28/2007 |  | S | 150   | D | \$<br>31.13 | 145,828 | D          |
| Class A<br>Common<br>Stock | 03/28/2007 |  | S | 250   | D | \$<br>31.15 | 145,578 | 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)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities | 6. Date Exercisable and Expiration<br>Date<br>(Month/Day/Year) | 7. Title and Amount<br>Underlying Security<br>(Instr. 3 and 4) |
|---|--|---|---|--------------------------------------|---|--|--|
|---|--|---|---|--------------------------------------|---|--|--|

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| Security                       |                 | Acquired (A) or Disposed of (D)<br>(Instr. 3, 4, and 5) |           | Date Exercisable          | Expiration Date           | Title                | Amount or Number of Shares |
|--------------------------------|-----------------|---|-----------|---------------------------|---------------------------|----------------------|----------------------------|
|                                |                 | Code  | V (A) (D) |                           |                           |                      |                            |
| Nonstatutory Stock Options     | \$ 7.8438       |   |           | 12/02/2000                | 12/02/2010                | Class A Common Stock | 10,000                     |
| Nonstatutory Stock Options     | \$ 7.725        |   |           | 12/02/2001                | 12/02/2011                | Class A Common Stock | 10,000                     |
| Nonstatutory Stock Options     | \$ 8.07         |   |           | 12/02/2002                | 12/02/2012                | Class A Common Stock | 10,000                     |
| Nonstatutory Stock Options     | \$ 9.61         |   |           | 12/02/2003                | 12/02/2013                | Class A Common Stock | 10,000                     |
| Nonstatutory Stock Options     | \$ 21.77        |   |           | 12/02/2004                | 12/02/2014                | Class A Common Stock | 10,000                     |
| Nonstatutory Stock Option      | \$ 30.645       |   |           | 12/15/2005                | 12/15/2015                | Class A Common Stock | 10,000                     |
| Phantom Stock Units <u>(1)</u> | \$ 0 <u>(2)</u> |   |           | 08/08/1988 <sup>(3)</sup> | 08/08/1988 <sup>(4)</sup> | Class A Common Stock | 13,500                     |
| Nonstatutory Stock Option      | \$ 32.565       |   |           | 12/15/2006                | 12/14/2016                | Class A Common Stock | 10,000                     |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| BUSCH RALPH B III<br>C/O BERRY PETROLEUM COMPANY 5201 TRUXTUN<br>BAKERSFIELD, CA 93309 |               |           |         |       |

## Signatures

Kenneth A Olson under POA for Ralph  
Busch

03/29/2007

\_\_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.

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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