

BERRY PETROLEUM CO
Form 4
March 24, 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 *
BERRY WILLIAM F

(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)
03/22/2005

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)

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	03/22/2005		M ⁽²⁾	3,000 ⁽²⁾ A \$ 13.75	1,434,000	D	
Class A Common Stock	03/22/2005		F ⁽²⁾	736 ⁽²⁾ D \$ 56.03	1,433,264	D	
Class A Common Stock	03/22/2005		G	2,264 ⁽³⁾ D \$ 0 ⁽³⁾	1,431,000	D	
Class A					34,722	I	As Trustee

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Common
Stock

for Berry
Children's
Trust

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

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(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 Amount of Underlying Security (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Statutory Stock Option (NSO) ⁽¹⁾	\$ 13.75	03/22/2005		M ⁽²⁾	3,000	12/02/1996 12/02/2006	Class A Common Stock	3,000	
Non-Statutory Stock Option (NSO) ⁽¹⁾	\$ 18.94					05/15/1998 12/02/2007	Class A Common Stock	5,000	
Non-Statutory Stock Option (NSO) ⁽¹⁾	\$ 12.625					12/02/1998 12/02/2008	Class A Common Stock	5,000	
Non-Statutory Stock Option (NSO) ⁽¹⁾	\$ 14.0625					12/02/1999 12/02/2009	Class A Common Stock	5,000	
Non-Statutory Stock Option (NSO) ⁽¹⁾	\$ 15.69					12/02/2000 12/02/2010	Class A Common Stock	5,000	
Non-Statutory Stock Option (NSO) ⁽¹⁾	\$ 15.45					12/02/2001 12/02/2011	Class A Common Stock	5,000	
Non-Statutory Stock Option (NSO) ⁽¹⁾	\$ 16.14					12/02/2002 12/02/2012	Class A Common Stock	5,000	

Non-Statutory Stock Option (NSO) ⁽¹⁾	\$ 19.22	12/02/2003	12/02/2013	Class A Common Stock	5,0
Non-Statutory Stock Option (NSO) ⁽¹⁾	\$ 43.54	12/02/2004	12/02/2014	Class A Common Stock	5,0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BERRY WILLIAM F C/O BERRY PETROLEUM COMPANY 5201 TRUXTUN AVE., SUITE 300 BAKERSFIELD, CA 93309	X			

Signatures

Kenneth A. Olson under POA for William F. Berry	03/24/2005
**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).
- (1) NSO - Right to buy Berry Petroleum Company Class A Common Stock
- (2) Exercise of Stock Options under the Company's 1994 Stock Option Plan in a transaction exempt under Rule 16b.
- (3) Shares were gifted to his adult children and their grandchildren. Mr. Berry will not retain any voting or investment authority for these shares.

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.