

BERRY PETROLEUM CO  
Form 4  
March 29, 2007

**FORM 4**

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

OMB APPROVAL

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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) 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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Stock								Foundation
Class A Common Stock	03/27/2007	S	100	D	\$ 30.63	152,478	D	
Class A Common Stock	03/27/2007	S	900	D	\$ 30.65	151,578	D	
Class A Common Stock	03/27/2007	S	300	D	\$ 30.66	151,278	D	
Class A Common Stock	03/27/2007	S	100	D	\$ 30.67	151,178	D	
Class A Common Stock	03/27/2007	S	100	D	\$ 30.68	151,078	D	
Class A Common Stock	03/27/2007	S	1,500	D	\$ 30.75	149,578	D	
Class A Common Stock	03/28/2007	S	3,500	D	\$ 31.1	146,078	D	
Class A Common Stock	03/28/2007	S	100	D	\$ 31.12	145,978	D	
Class A Common Stock	03/28/2007	S	150	D	\$ 31.13	145,828	D	
Class A Common Stock	03/28/2007	S	250	D	\$ 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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(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	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Security (Instr. 3 and 4)
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Security		Acquired (A) or Disposed of (D) (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 C/O BERRY PETROLEUM COMPANY 5201 TRUXTUN 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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