BERRY PETROLEUM CO

Form 4/A January 17, 2008

FORM 4

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

Check this box if no longer

subject to Section 16. Form 4 or

Form 5 obligations may continue. See Instruction

1. Name and Address of Reporting Person *

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

2. Issuer Name and Ticker or Trading

Symbol

(Print or Type Responses)

BUSCH RALPH B III

1(b).

		BERR	Y PETROLEUM CO [BRY]	(Check all applicable)					
	(First) (1) Y PETROLEUM Y 5201 TRUXTU	(Month, 12/20/	of Earliest Transaction Day/Year) 2007	Director 10% Owner Officer (give title below) Other (specify below)					
Fil			nendment, Date Original onth/Day/Year) 2008	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting					
(City)	(State)	(Zip) Ta	ble I - Non-Derivative Securities A	Person ecurities Acquired, Disposed of, or Beneficially Owned					
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	e 2A. Deemed	3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect			
Class A Common Stock				90,000	I	As Co-Trustee of Charitable Trust			
Class A Common Stock				126,665	I	As Co-Trustee of Union Bank Trust Shares			
Class A Common Stock				7,500	I	Busch Family Foundation			

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

Issuer

Estimated average

burden hours per

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Class A Common Stock	12/20/2007	G(3)	V	532 (4)	A	\$ 0	532	I	As Custodian for Minor Children
Class A Common Stock	12/20/2007	G(5)	V	160 (6)	A	\$0	144,238	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)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amot Underlying Secur (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Am or Nu of S
Nonstatutory Stock Options	\$ 7.8438					12/02/2000	12/02/2010	Class A Common Stock	10
Nonstatutory Stock Options	\$ 7.725					12/02/2001	12/02/2011	Class A Common Stock	10
Nonstatutory Stock Options	\$ 8.07					12/02/2002	12/02/2012	Class A Common Stock	10
Nonstatutory Stock Options	\$ 9.61					12/02/2003	12/02/2013	Class A Common Stock	10
Nonstatutory Stock Options	\$ 21.77					12/02/2004	12/02/2014	Class A Common Stock	10
Nonstatutory Stock Option	\$ 30.645					12/15/2005	12/15/2015	Class A Common Stock	10

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Nonstatutory Stock Option	\$ 32.565					12/15/2006	12/14/2016	Class A Common Stock	10
2007 Restricted Stock Unit	\$ 0					01/01/2008(1)	12/13/2017(2)	Class A Common Stock	1,
NSO 2007	\$ 43.61					12/14/2007	12/13/2017	Class A Common Stock	3,
Phantom Stock Units	\$ 0 <u>(7)</u>	12/31/2007	į	J	331	08/08/1988	08/08/1988	Class A Common Stock	3

Reporting Owners

Reporting Owner Name / Address

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 01/17/2008

**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) The RSU granted is 100% vested at the date of grant but the receipt of shares are subject to a deferral period which is generally at least four years from the grant date as per the deferral election.
- (2) The RSU is subject to a deferral election. Shares of Class A Common Stock will be delivered to the reporting person as per the terms of the deferral election.
- (3) Shares gifted to minor children with Mr. Busch as custodian
- (4) Shares gifted to Mr. Busch as custodian for minor children
- (5) Gifted Shares
- (6) Gifted Shares
- (7) 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.

Remarks:

This amended Form 4 filing is being filed to add in the 10,000 Non-Statutory Stock Options from 12-2-2003 which were inadvote: 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.

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