BERRY PETROLEUM CO

Form 4 April 02, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

response...

subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

if no longer

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 See Instruction

30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

BERRY PETROLEUM CO [BRY]

Symbol

1(b).

(Print or Type Responses)

BUSCH RALPH B III

1. Name and Address of Reporting Person *

									(0.	icon an appirou	.010)	
	(Last)	(First)	(Middle)			ransaction						
			_	(Month/Day/Year)				-	Director		0% Owner	
				03/31/2	008			- 1	Officer (gi	below)	Other (specify	
	COMPANY	5201 TRUXT	JN						,	,		
		(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)				(6. Individual or Joint/Group Filing(Check Applicable Line)			
								1				
								-	_X_ Form filed b			
	BAKERSFI	ELD, CA 93309	9					7	Form filed by Person	y More than One	Reporting	
	(61)	(9)	(T)						CISOII			
	(City)	(Month/Day/Yea 03/31/2008 BERRY PETROLEUM PANY 5201 TRUXTUN (Street) 4. If Amendment Filed(Month/Day/ ERSFIELD, CA 93309 ity) (State) (Zip) Table I - No of 2. Transaction Date 2A. Deemed 3. (Month/Day/Year) Execution Date, if Transany Code (Month/Day/Year) (Month/Day/Year) (Instr. Code A non	e I - Non-D	Derivative	Securities	Acqu	uired, Disposed of, or Beneficially Owned					
	1.Title of	2. Transaction Da	te 2A. Dee	med	3.	4. Securit	ties	5.	Amount of	6.	7. Nature of	
	Security	(Month/Day/Year) Execution	on Date, if		onAcquired			curities	Ownership	Indirect	
	(Instr. 3)		•			Disposed			eneficially	Form: Direct		
			(Month/	Day/Year)	(Instr. 8)	(Instr. 3,	4 and 5)		wned	(D) or	Ownership	
									ollowing eported	Indirect (I) (Instr. 4)	(Instr. 4)	
							(A)		ansaction(s)	(111341. 1)		
					C = V		or or	(Ir	nstr. 3 and 4)			
	Class A				Code v	Amount	(D) Pri	ce				
								1.4	14 220	D		
	Common							14	14,238	D		
	Stock											
	C1 A										As	
	Class A							0.0	000	т.	Co-Trustee	
	Common							90	0,000	I	of Charitable	
	Stock										Trust	
											As	
	Class A										Co-Trustee	
	Common							12	26,665	I	of Union	
	Stock										Bank Trust	
											Shares	

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Class A Common Stock	7,000	I	Busch Family Foundation
Class A Common Stock	532	I	As Custodian for Minor Children

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 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. Transacti Code (Instr. 8)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amou Underlying Secur (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Am or Nu of S
Nonstatutory Stock Options 12-2-2000	\$ 7.8438					12/02/2000	12/02/2010	Class A Common Stock	10
Nonstatutory Stock Options 12-2-01	\$ 7.725					12/02/2001	12/02/2011	Class A Common Stock	10
Nonstatutory Stock Options 12-2-02	\$ 8.07					12/02/2002	12/02/2012	Class A Common Stock	10
Nonstatutory Stock Options 12-2-03	\$ 9.61					12/02/2003	12/02/2013	Class A Common Stock	10
Nonstatutory Stock	\$ 21.77					12/02/2004	12/02/2014	Class A Common	10

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Options 12-2-04								Stock	
Nonstatutory Stock Option 12-15-05	\$ 30.645					12/15/2005	12/15/2015	Class A Common Stock	10
Nonstatutory Stock Option 12-15-06	\$ 32.565					12/15/2006	12/14/2016	Class A Common Stock	10
2007 Restricted Stock Unit (1)	\$ 0					01/01/2008(2)	12/13/2017(3)	Class A Common Stock	1,
NSO 2007	\$ 43.61					12/14/2007	12/13/2017	Class A Common Stock	3,
Phantom Stock Units	\$ 0 (4)	03/31/2008	A	A	305	08/08/1988	08/08/1988	Class A Common Stock	15

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
04/02/2008

**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)** 1 for 1
- (2) 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.
- (3) 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.
- (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. 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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