BERRY PETROLEUM CO

Form 4/A April 06, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

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OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * HAGG JOHN A			2. Issuer Name and Ticker or Trading Symbol BERRY PETROLEUM CO [BRY]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check an applicable)		
C/O BERRY PETROLEUM COMPANY, 5201 TRUXTUN AVE., SUITE 300			(Month/Day/Year) 03/30/2005	X Director 10% Owner Officer (give title below) Other (specify below)		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
BAKERSFIELD, CA 93309			Filed(Month/Day/Year) 04/01/2005	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State) (Zip) Table	I - Non-D	erivative :	Secur	ities Acq	uired, Disposed of	f, or Beneficial	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)		3. Transactio Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Class A			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	03/30/2005		S	200 (5)	D	48.62 (5)	17,651	D	
Class A Common Stock	03/30/2005		S	400 (5)	D	\$ 48.63 (5)	17,251	D	
Class A Common Stock	03/30/2005		S	100 (5)	D	\$ 48.64 (5)	17,151	D	
Class A	03/30/2005		S	500 (5)	D	\$	16,651	D	

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Common Stock				48.66 (5)		
Class A Common Stock	03/30/2005	S	300 (5) D	\$ 48.67 (5)	16,351	D
Class A Common Stock	03/30/2005	S	300 (5) D	\$ 48.73 (5)	16,051	D
Class A Common Stock	03/30/2005	S	2,500 D	\$ 49 (5)	13,551	D
Class A Common Stock	03/30/2005	S	200 <u>(5)</u> D	\$ 49.2 (5)	13,351	D
Class A Common Stock	03/30/2005	S	3,000 D	\$ 49.25 (5)	10,351	D
Class A Common Stock	03/30/2005	S	200 <u>(5)</u> D	\$ 49.28 (5)	10,151	D
Class A Common Stock	03/30/2005	S	800 <u>(5)</u> D	\$ 48.25 (5)	9,351	D
Class A Common Stock	03/30/2005	S	100 (5) D	\$ 48.37 (5)	9,251	D
Class A Common Stock	03/30/2005	S	400 (5) D	\$ 48.4 (5)	8,851	D
Class A Common Stock	03/30/2005	S	1,700 D	\$ 48.41 (5)	7,151	D
Class A Common Stock	03/30/2005	S	400 <u>(5)</u> D	\$ 48.45 (5)	6,751	D
Class A Common Stock	03/30/2005	S	300 <u>(5)</u> D	\$ 48.46 (5)	6,451	D
Class A Common Stock	03/30/2005	S	100 (5) D	\$ 48.52 (5)	6,351	D
Class A Common Stock	03/30/2005	S	500 (5) D	\$ 48.47 (5)	5,851	D

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Class A Common Stock	03/30/2005	S	200 (5)	D	\$ 48.53 (5)	5,651	D
Class A Common Stock	03/30/2005	S	1,300 (5)	D	\$ 48.55 (5)	4,351	D
Class A Common Stock	03/30/2005	S	1,050 (5)	D	\$ 48.57 (5)	3,301	D
Class A Common Stock	03/30/2005	S	100 (5)	D	\$ 48.58 (5)	3,201	D
Class A Common Stock	03/30/2005	S	100 (5)	D	\$ 48.59 (5)	3,101	D
Class A Common Stock	03/30/2005	S	100 (5)	D	\$ 48.6 (5)	3,001	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 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 A Underlying S (Instr. 3 and 4	eci
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	A or N of SI
Phantom Stock Units	\$ 0 (1)	03/31/2005		A	270 (6)	08/08/1988 <u>(2)</u>	08/08/1988(3)	Class A Common Stock	2
Non-Statutory Stock Option (NSO) (4)	\$ 15.69					12/02/2000	12/02/2010	Class A Common Stock	4

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Non-Statutory Stock Option (NSO) (4)	\$ 15.45	12/02/2001	12/02/2011	Class A Common Stock	4
Non-Statutory Stock Option (NSO) (4)	\$ 16.14	12/02/2002	12/02/2012	Class A Common Stock	4
Non-Statutory Stock Option (NSO) (4)	\$ 19.22	12/02/2003	12/02/2013	Class A Common Stock	4
Non-Statutory Stock Option (NSO) (4)	\$ 43.54	12/02/2004	12/02/2014	Class A Common Stock	4

Reporting Owners

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

Signatures

Kenneth A. Olson under POA for John A. Hagg

04/06/2005

**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)** 1 for 1
- (2) Phantom Stock Units acquired under the Company's Non-Employee Director Deferred Stock and Compensation Plan in a transaction exempt under Rule 16b-3(c). Shares are exercisable under the terms of the Plan upon resignation from the Board.
- (3) Phantom Stock Units acquired under the Company's Non-Employee Director Deferred Stock and Compensation Plan in a transaction exempt under Rule 16b-3(c). Shares expire under the terms of the Plan upon resignation from the Board.
- (4) NSO Right to buy Berry Petroleum Company Class A Common Stock
- (5) For the original Form 4 filed to report the sale on April 1, 2005 of 14,850 shares, the breakdown was not available as to the selling price for the shares sold at the various prices. This amended Form 4 breaks down the sales by price for each sale.
- (6) No Change from original Form 4 filed April 1, 2005.

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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