BERRY PETROLEUM CO

Form 4

March 30, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

OMB APPROVAL

3235-0287

Expires:

5 Relationship of Reporting Person(s) to

January 31, 2005

0.5

Estimated average burden hours per

response...

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

Check this box

obligations may continue. See Instruction

1 Name and Address of Reporting Person *

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

1(b).

Common

Stock

03/28/2006

(Print or Type Responses)

REHKOPF BRIAN L			2. Issuer Name and Ticker or Trading Symbol BERRY PETROLEUM CO [BRY]				I	Issuer				
		(First) Y PETROLEUI Y, 5201 TRUXT TE 300			of Earliest T Day/Year) 2006	ransaction		_	Director _X Officer (give t elow)		Owner r (specify	
(Street) BAKERSFIELD, CA 93309					endment, D		al		6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
				Filed(Mo	onth/Day/Yea	ır)		-				
	(City)	(State)	(Zip)	Tak	ole I - Non-l	Derivative	Secui	ities Acqui	red, Disposed of,	or Beneficiall	y Owned	
	1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year) Execution Date, i any (Month/Day/Year)			Code (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)	
	Class A Common Stock	03/28/2006			M	10,000	A	\$ 12.5	32,881	D		
	Class A Common Stock	03/28/2006			M	10,000	A	\$ 15.6875	42,881	D		
	Class A							¢				

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

S

20,000 D

22,881

D

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SEC 1474 (9-02)

$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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. 5. Number of TransactionDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amoun Underlying Securiti (Instr. 3 and 4)		
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amor or Numl of Sh
Nonstatutory Stock Option (Right to Buy) NSO	\$ 12.5	03/28/2006		M		10,000	12/04/1999	12/04/2008	Class A Common Stock	10,0
Nonstatutory Stock Option (Right to Buy) NSO	\$ 15.6875	03/28/2006		M		10,000	12/02/2001	12/02/2010	Class A Common Stock	10,0
Nonstatutory Stock Option (Right to Buy) NSO	\$ 16.3						12/07/2002	12/07/2011	Class A Common Stock	20,0
Nonstatutory Stock Option (Right to Buy) NSO	\$ 16.5						12/06/2003	12/06/2012	Class A Common Stock	7,5
Nonstatutory Stock Option (Right to Buy) NSO	\$ 19.94						12/05/2004	12/05/2013	Class A Common Stock	20,0
Nonstatutory Stock Option (Right to Buy) NSO	\$ 43.16						11/23/2005	11/23/2014	Class A Common Stock	20,0
Nonstatutory Stock Option (Right to Buy) NSO	\$ 61.29						12/15/2006	12/15/2015	Class A Common Stock	6,0

Restricted
Stock Units \$ 0 (1) (RSU) (1)

Class A
Common
Stock

1,5

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

REHKOPF BRIAN L C/O BERRY PETROLEUM COMPANY 5201 TRUXTUN AVE., SUITE 300 BAKERSFIELD, CA 93309

Vice President

Signatures

Kenneth A. Olson under Power of Attorney on file for Brian L. Rehkopf

03/30/2006

**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) Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock.
- (2) The restricted stock units vest in four equal annual installments beginning December 15, 2006. Shares of Class A Common Stock will be delivered to the reporting person at the time of vesting.

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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