

BERRY PETROLEUM CO

Form 4

January 04, 2005

**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(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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
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burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**GOEHRING RALPH J**

(Last) (First) (Middle)

**C/O BERRY PETROLEUM  
COMPANY, 5201 TRUXTUN  
AVE., SUITE 300**

(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)

**12/31/2004**

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)

**Executive VP and CFO**

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Class A<br>Common<br>Stock            |                                         |                                                             |                                         | (A)<br>or<br>(D)                                                           |                                                                                                                    |                                                                      |                                                                   |
|                                       |                                         |                                                             | Code                                    | V                                                                          | Amount                                                                                                             | (D)                                                                  | Price                                                             |
| Class A<br>Common<br>Stock            | 12/31/2004 <sup>(1)</sup>               |                                                             | J                                       | V                                                                          | 14                                                                                                                 | (1)                                                                  | D                                                                 |
|                                       |                                         |                                                             |                                         |                                                                            | \$ 0<br>(1)                                                                                                        | 4,892                                                                | I                                                                 |
|                                       |                                         |                                                             |                                         |                                                                            | 31,390                                                                                                             | D                                                                    |                                                                   |
|                                       |                                         |                                                             |                                         |                                                                            |                                                                                                                    |                                                                      | Held in<br>401(k)<br>Plan                                         |

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

**Persons who respond to the collection of  
information contained in this form are not  
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SEC 1474  
(9-02)

number.

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3)   | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5.<br>Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |
|-------------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|
|                                                       |                                                                       |                                         |                                                             | Code                                    | V (A) (D)                                                                                                             | Date<br>Exercisable<br>Expiration<br>Date                      | Title<br>Amount<br>or<br>Number<br>of Shares                        |
| Nonstatutory<br>Stock Option<br>(Right to<br>Buy) NSO | \$ 14                                                                 |                                         |                                                             |                                         |                                                                                                                       | 12/06/1997 12/06/2006                                          | Class A<br>Common<br>Stock 5,000                                    |
| Nonstatutory<br>Stock Option<br>(Right to<br>Buy) NSO | \$ 12.5                                                               |                                         |                                                             |                                         |                                                                                                                       | 12/04/1999 12/04/2008                                          | Class A<br>Common<br>Stock 30,000                                   |
| Nonstatutory<br>Stock Option<br>(Right to<br>Buy) NSO | \$ 15.69                                                              |                                         |                                                             |                                         |                                                                                                                       | 12/02/2001 12/02/2010                                          | Class A<br>Common<br>Stock 35,000                                   |
| Nonstatutory<br>Stock Option<br>(Right to<br>Buy) NSO | \$ 16.3                                                               |                                         |                                                             |                                         |                                                                                                                       | 12/07/2002 12/07/2011                                          | Class A<br>Common<br>Stock 30,000                                   |
| Nonstatutory<br>Stock Option<br>(Right to<br>Buy) NSO | \$ 16.5                                                               |                                         |                                                             |                                         |                                                                                                                       | 12/06/2003 12/06/2012                                          | Class A<br>Common<br>Stock 15,000                                   |
| Nonstatutory<br>Stock Option<br>(Right to<br>Buy) NSO | \$ 19.94                                                              |                                         |                                                             |                                         |                                                                                                                       | 12/05/2004 12/05/2013                                          | Class A<br>Common<br>Stock 30,000                                   |
| Nonstatutory<br>Stock Option<br>(Right to<br>Buy) NSO | \$ 43.16                                                              |                                         |                                                             |                                         |                                                                                                                       | 11/23/2005 11/23/2014                                          | Class A<br>Common<br>Stock 35,000                                   |

## Reporting Owners

| Reporting Owner Name / Address                                                                           | Relationships |           |                      |       |
|----------------------------------------------------------------------------------------------------------|---------------|-----------|----------------------|-------|
|                                                                                                          | Director      | 10% Owner | Officer              | Other |
| GOEHRING RALPH J<br>C/O BERRY PETROLEUM COMPANY<br>5201 TRUXTUN AVE., SUITE 300<br>BAKERSFIELD, CA 93309 |               |           | Executive VP and CFO |       |

## Signatures

Kenneth A. Olson under Power of Attorney  
on file

01/04/2005

\_\_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).

The change in the number of shares in the Berry Petroleum Company Common Stock Fund in the Company's 401(k) Plan is due to the  
(1) required liquidation of shares to cover the required cash portion of the fund from November 24, 2004 through December 31, 2004. All transactions were at market and no discretionary transactions have occurred in the holdings of Company Stock in the 401(k) Plan.

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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