

BERRY PETROLEUM CO
Form 4
May 18, 2005

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
JAMIESON THOMAS 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)
05/16/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

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 Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (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) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|----------------------|
| | | | | (A) or (D) | Price | | | | |
| | | | | Code | V | Amount | | | |
| Class A Common Stock | 05/16/2005 | | P | 100 | A | \$ 41.7 | 10,200 | I | Owned by corporation |
| Class A Common Stock | 05/16/2005 | | P | 1,000 | A | \$ 41.55 | 11,200 | I | Owned by corporation |
| Class A Common Stock | 05/16/2005 | | P | 2,200 | A | \$ 41.38 | 13,400 | I | Owned by corporation |
| Class A Common Stock | 05/16/2005 | | P | 700 | A | \$ | 14,100 | I | Owned by |

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| | | | | | | | | | |
|----------------------|------------|--|---|-------|-------|----------|--------|-------------|----------------------|
| Common Stock | | | | | 41.75 | | | corporation | |
| Class A Common Stock | 05/16/2005 | | P | 2,700 | A | \$ 41.6 | 16,800 | I | Owned by corporation |
| Class A Common Stock | 05/16/2005 | | P | 100 | A | \$ 41.58 | 16,900 | I | Owned by corporation |
| Class A Common Stock | | | | | | | 3,000 | D | |

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 required to respond unless the form displays a currently valid OMB control number.

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. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Deferred Stock Units ⁽²⁾ ₍₃₎ | \$ 0 ⁽¹⁾ | | | | | 08/08/1988 ⁽²⁾ 08/08/1988 ⁽³⁾ | Class A Common Stock 12 |
| Non-Statutory Stock Option (NSO) ⁽⁴⁾ | \$ 10.625 | | | | | 12/02/1995 12/02/2005 | Class A Common Stock 3, |
| Non-Statutory Stock Option (NSO) ⁽⁴⁾ | \$ 13.75 | | | | | 12/02/1996 12/02/2006 | Class A Common Stock 3, |
| Non-Statutory Stock Option (NSO) ⁽⁴⁾ | \$ 18.94 | | | | | 05/15/1998 12/02/2007 | Class A Common Stock 5, |

| | | | | | |
|---|------------|------------|------------|----------------------------|----|
| Non-Statutory Stock Option (NSO) ⁽⁴⁾ | \$ 12.625 | 12/02/1998 | 12/02/2008 | Class A Common Stock | 5, |
| Non-Statutory Stock Option (NSO) ⁽⁴⁾ | \$ 14.0625 | 12/02/1999 | 12/02/2009 | Class A Common Stock | 5, |
| Non-Statutory Stock Option (NSO) ⁽⁴⁾ | \$ 15.69 | 12/02/2000 | 12/02/2010 | Class A Common Stock | 5, |
| Non-Statutory Stock Option (NSO) ⁽⁴⁾ | \$ 15.45 | 12/02/2001 | 12/02/2011 | Class A Common Stock | 5, |
| Non-Statutory Stock Option (NSO) ⁽⁴⁾ | \$ 16.14 | 12/02/2002 | 12/02/2012 | Class A Common Stock | 5, |
| Non-Statutory Stock Option (NSO) ⁽⁴⁾ | \$ 19.22 | 12/02/2003 | 12/02/2013 | Class A Common Stock | 5, |
| Non-Statutory Stock Option (NSO) ⁽⁴⁾ | \$ 43.54 | 12/02/2004 | 12/02/2014 | Class A Common Stock | 5, |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| JAMIESON THOMAS J C/O BERRY PETROLEUM COMPANY 5201 TRUXTUN AVE., SUITE 300 BAKERSFIELD, CA 93309 | X | | | |

Signatures

| | |
|--|------------|
| Kenneth A. Olson under POA for Thomas J. Jamieson | 05/18/2005 |
| <u> </u> **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) Deferred Stock Units which are economically equivalent to shares of Common Stock earned under the Company's Non-Employee Director Deferred Stock and Compensation Plan in transactions exempt under Rule 16b-3(c). Deferred Stock Units will be issued in shares of Common Stock under the terms of the Plan upon resignation from the Board.
- (3) Deferred Stock Units which are economically equivalent to shares of Common Stock earned under the Company's Non-Employee Director Deferred Stock and Compensation Plan in transactions exempt under Rule 16b-3(c). Deferred Stock Units expire under the terms

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of the Plan upon resignation from the Board.

(4) NSO - Right to buy Berry Petroleum Company Class A Common Stock

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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