BUSCH RALPH B III

Form 4

December 22, 2006

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.

See Instruction

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

30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

BERRY PETROLEUM CO [BRY]

Symbol

(ME data)

1(b).

(Print or Type Responses)

BUSCH RALPH B III

1. Name and Address of Reporting Person *

(Last)	(First) (Middle)	3. Date o	f Earliest T	ransaction							
			(Month/I	Day/Year)				Director	1	0% Owner		
C/O BERR	Y PETROLEUM		12/21/2	2006				Officer (given by the control of the control o		Other (specify		
COMPAN	Y 5201 TRUXTU	N						below)	below)			
	(6, 1)		4 TC A	1 . 5				6 T 11 1 1	I : //C F	"1" (a) 1		
	(Street)		4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check				
			Filed(Mo	nth/Day/Yea	r)			Applicable Line) _X_ Form filed by				
BAKERSF	IELD, CA 93309							Form filed by More than One Reporting Person				
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative	Securi	ities Acc	quired, Disposed	of, or Benefic	cially Owned		
1.Title of Security (Instr. 3) Class A Common Stock	2. Transaction Date (Month/Day/Year)	2A. Deem Execution any (Month/D	Date, if	3. Transaction Code (Instr. 8)	4. Securit or(A) or Di (Instr. 3,	sposed	of (D)	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								97,750	I	As Co-Trustee of Charitable Trust		
Class A Common Stock								128,040	I	As Co-Trustee of Union Bank Trust		

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								Shares
Class A Common Stock	12/21/2006	S	500	D	\$ 31.32	7,500	I	Busch Family Foundation

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. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	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 Options	\$ 7.8438					12/02/2000	12/02/2010	Class A Common Stock	10,0
Nonstatutory Stock Options	\$ 7.725					12/02/2001	12/02/2011	Class A Common Stock	10,0
Nonstatutory Stock Options	\$ 8.07					12/02/2002	12/02/2012	Class A Common Stock	10,0
Nonstatutory Stock Options	\$ 9.61					12/02/2003	12/02/2013	Class A Common Stock	10,0
Nonstatutory Stock Options	\$ 21.77					12/02/2004	12/02/2014	Class A Common Stock	10,0
Nonstatutory Stock Option	\$ 30.645					12/15/2005	12/15/2015	Class A Common Stock	10,0
	\$ 0 (2)					08/08/1988(3)	08/08/1988(4)		13,2

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Phantom
Stock Units
Common
Stock

Class A
Class A
Class A

12/15/2006 12/14/2016 Common Stock

10,0

Reporting Owners

\$ 32.565

Reporting Owner Name / Address

Director 10% Owner Officer Other

BUSCH RALPH B III C/O BERRY PETROLEUM COMPANY 5201 TRUXTUN BAKERSFIELD, CA 93309

Signatures

Nonstatutory

Stock Option

Kenneth A Olson under POA for Ralph
Busch
12/22/2006

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