#### BERRY PETROLEUM CO

Form 4

March 30, 2006

### 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

(Print or Type Responses)

(Last)

1. Name and Address of Reporting Person \* MAGRUDER LOGAN

(Middle)

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

BAKERSFIELD, CA 93309

(State)

(First)

(Street)

Filed(Month/Day/Year)

2. Issuer Name and Ticker or Trading Symbol

BERRY PETROLEUM CO [BRY]

3. Date of Earliest Transaction

(Month/Day/Year) 03/28/2006

4. If Amendment, Date Original

5. Relationship of Reporting Person(s) to

**OMB APPROVAL** 

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

**OMB** 

Number:

Expires:

response...

Issuer

(Check all applicable)

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

**Executive Vice President** 

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

(City)	(State)	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. 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	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)			
Class A Common Stock	03/28/2006		S	200	D	\$ 70.72	6,200	D		
Class A Common Stock	03/28/2006		S	300	D	\$ 70.71	5,900	D		
Class A Common Stock	03/28/2006		S	100	D	\$ 70.69	5,800	D		
Class A	03/28/2006		S	100	D	\$	5,700	D		

### Edgar Filing: BERRY PETROLEUM CO - Form 4

Common Stock					70.68			
Class A Common Stock	03/28/2006	S	500	D	\$ 70.67	5,200	D	
Class A Common Stock	03/28/2006	S	700	D	\$ 70.66	4,500	D	
Class A Common Stock	03/28/2006	S	400	D	\$ 70.65	4,100	D	
Class A Common Stock	03/28/2006	S	200	D	\$ 70.63	3,900	D	
Class A Common Stock	03/28/2006	S	400	D	\$ 70.62	3,500	D	
Class A Common Stock	03/28/2006	S	900	D	\$ 70.61	2,600	D	
Class A Common Stock	03/28/2006	S	700	D	\$ 70.6	1,900	D	
Class A Common Stock	03/28/2006	S	1,400	D	\$ 70.1	500	D	
Class A Common Stock						886	I	Held in 401(k) 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 required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

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

· · · · · · · · · · · · · · · · · · ·	Expiration Date Underlying Securities (Month/Day/Year) (Instr. 3 and 4)
---------------------------------------	---

### Edgar Filing: BERRY PETROLEUM CO - Form 4

of (D) (Instr. 3, 4, and 5)

Deletionship

		4, and 5)							
		Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Nonstatutory Stock Option (Right to Buy) NSO	\$ 15.48					08/29/2004	08/29/2013	Class A Common Stock	30,000
Nonstatutory Stock Option (Right to Buy) NSO	\$ 19.94					12/05/2004	12/05/2013	Class A Common Stock	20,000
Nonstatutory Stock Option (Right to Buy) NSO	\$ 43.16					11/23/2005	11/23/2014	Class A Common Stock	35,000
Nonstatutory Stock Option (Right to Buy) NSO	\$ 61.29					12/15/2006	12/15/2015	Class A Common Stock	25,000
Restricted Stock Units (RSU) (1)	\$ 0 (1)					(2)	(2)	Class A Common Stock	5,000

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
MAGRUDER LOGAN C/O BERRY PETROLEUM COMPANY 5201 TRUXTUN AVE., SUITE 300 BAKERSFIELD, CA 93309			Executive Vice President				

# **Signatures**

Kenneth A. Olson under Power of Attorney on file for Logan

Magruder

\*\*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)** 

Reporting Owners 3

### Edgar Filing: BERRY PETROLEUM CO - Form 4

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.