Bryant Joseph H Form 4 January 03, 2006

#### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

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

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person \* Bryant Joseph H

2. Issuer Name and Ticker or Trading Symbol

BERRY PETROLEUM CO [BRY]

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(Middle)

3. Date of Earliest Transaction

(Check all applicable)

C/O BERRY PETROLEUM COMPANY, 5201 TRUXTUN

(Street)

(State)

(First)

**AVE., SUITE 300** 

(City)

(Month/Day/Year) 12/30/2005

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

(Zip)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

BAKERSFIELD, CA 93309

1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities (Instr. 3) Disposed of (D) Beneficially (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8) Owned **Following** 

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

Reported (A) Transaction(s)

0

(Instr. 3 and 4)

Code V Amount (D) Price

D

Class A Common

Stock

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)

#### Edgar Filing: Bryant Joseph H - Form 4

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. Transactio Code (Instr. 8)		Date (Month/Day/Year	6. Date Exercisable and Expiration Date (Month/Day/Year)		m ect )
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title I	A or N of Sl
Phantom Stock Units (2)	\$ 0 (1)	12/30/2005		A	194	08/08/1988(2)	08/08/1988(2)	Class A Common Stock	
Non-Statutory Stock Option (NSO) (3)	\$ 61.29					12/15/2005	12/15/2015	Class A Common Stock	4

## **Reporting Owners**

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
Bryant Joseph H C/O BERRY PETROLEUM COMPANY 5201 TRUXTUN AVE., SUITE 300 BAKERSFIELD, CA 93309	X				

# **Signatures**

Kenneth A. Olson under POA for Joseph H.
Bryant
01/03/2006

\*\*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) Phantom Stock Units acquired under the Company's Non-Employee Director Deferred Stock and Compensation Plan in a transaction exempt under Rule 16b-3(c). Shares are issued under the terms of the Plan upon resignation from the Board.
- (3) 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. 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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