

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <b>CRAWFORD GEORGE T</b>  (Last) (First) (Middle) <b>C/O BERRY PETROLEUM COMPANY 5201 TRUXTUN</b>  (Street) <b>BAKERSFIELD CA 93309</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>BERRY PETROLEUM CO [ BRY ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) <b>VP of CA Production</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>11/05/2007</b>	
	4. If Amendment, Date of Original Filed (Month/Day/Year) <b>11/07/2007</b>	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 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)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	11/05/2007		M		10,000	A	\$6.25	15,653	D	
Class A Common Stock	11/05/2007		M		40,000	A	\$7.8438	55,653	D	
Class A Common Stock	11/05/2007		M		3,600	A	\$8.15	59,253	D	
Class A Common Stock	11/05/2007		J	V	8 <sup>(7)</sup>	A	\$0	2,333	I	Held in 401(k) Plan
Class A Common Stock	11/05/2007		S		5,653	D	\$45.75	53,600	D	
Class A Common Stock	11/05/2007		S		50,000	D	\$46	3,600	D	
Class A Common Stock	11/05/2007		S		3,600	D	\$46.5	0	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Nonstatutory Stock Option	\$8.25							12/06/2003	12/06/2012	Class A Common Stock	30,000		30,000	D	
Nonstatutory Stock Option	\$9.97							12/05/2004	12/05/2013	Class A Common Stock	40,000		40,000	D	
Nonstatutory Stock Option	\$21.58							11/23/2005	11/23/2014	Class A Common Stock	40,000		40,000	D	
Nonstatutory Stock Option	\$30.645							12/15/2006	12/15/2015	Class A Common Stock	20,000		20,000	D	
Restricted Stock Units	\$0 <sup>(1)</sup>							(2)	(3)	Class A Common Stock	3,750		3,750	D	
Nonstatutory Stock Option	\$32.565							12/15/2007	12/14/2016	Class A Common Stock	20,000		20,000	D	
Restricted Stock Units	\$0 <sup>(4)</sup>							(5)	(6)	Class A Common Stock	6,000		6,000	D	
Nonstatutory Stock Option	\$6.25	11/05/2007		M		10,000		12/04/1999	12/04/2008	Class A Common Stock	10,000	\$0	0	D	

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(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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Nonstatutory Stock Option	\$7.8438	11/05/2007		M			40,000	12/02/2001	12/01/2010	Class A Common Stock	40,000	\$0	0	D	
Nonstatutory Stock Option	\$8.15	11/05/2007		M			3,600	12/07/2002	12/07/2011	Class A Common Stock	3,600	\$0	36,400	D	

**Explanation of Responses:**

- Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock
- The restricted stock units vests 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.
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- Shares of Common Stock acquired by the reporting person in the Company's 401(k) Plan. All transactions were at market and were non-discretionary.

**Remarks:**

The original Form 4 filing reflected the derivative security holdings for the 12/07/02 vesting at \$8.15 at zero shares after the transaction. The correct number was 36,400. This filing corrects that error.

Kenneth A Olson under POA  
for George Crawford      11/08/2007

\*\* Signature of Reporting Person      Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**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 Number.**