

**FORM 5**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
OMB Number:	3235-0362
Estimated average burden hours per response:	1.0

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

Form 3 Holdings Reported.

Form 4 Transactions Reported.

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

1. Name and Address of Reporting Person* <b>BUSCH RALPH B III</b>			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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) <b>12/31/2007</b>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
C/O BERRY PETROLEUM COMPANY 5201 TRUXTUN			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <b>BAKERSFIELD CA 93309</b>								
(City) (State) (Zip)								

**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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Class A Common Stock							90,000	I	As Co-Trustee of Charitable Trust
Class A Common Stock							125,665	I	As Co-Trustee of Union Bank Trust Shares
Class A Common Stock							7,000	I	Busch Family Foundation
Class A Common Stock	10/20/2008		G	315 <sup>(8)</sup>	A	\$0	148,528	D	
Class A Common Stock	10/20/2008		G	2,000 <sup>(9)</sup>	A	\$0	10,432	I	As Custodian for Minor Children

**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)
					(A)	(D)	Date Exercisable	Expiration Date					
Nonstatutory Stock Options 12-2-2000	\$7.8438						12/02/2000	12/02/2010	Class A Common Stock	10,000	10,000	D	
Nonstatutory Stock Options 12-2-01	\$7.725						12/02/2001	12/02/2011	Class A Common Stock	10,000	10,000	D	
Nonstatutory Stock Options 12-2-02	\$8.07						12/02/2002	12/02/2012	Class A Common Stock	10,000	10,000	D	
Nonstatutory Stock Options 12-2-03	\$9.61						12/02/2003	12/02/2013	Class A Common Stock	10,000	10,000	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)
					(A)	(D)	Date Exercisable	Expiration Date					
Nonstatutory Stock Options 12-2-04	\$21.77						12/02/2004	12/02/2014	Class A Common Stock		10,000	D	
Nonstatutory Stock Option 12-15-05	\$30.645						12/15/2005	12/15/2015	Class A Common Stock		10,000	D	
Phantom Stock Units <sup>(1)</sup>	\$0 <sup>(2)</sup>						08/08/1988 <sup>(3)</sup>	08/08/1988 <sup>(4)</sup>	Class A Common Stock		17,792	D	
Nonstatutory Stock Option 12-15-06	\$32.565						12/15/2006	12/14/2016	Class A Common Stock		10,000	D	
2007 Restricted Stock Unit <sup>(5)</sup>	\$0						01/01/2008 <sup>(6)</sup>	12/13/2017 <sup>(7)</sup>	Class A Common Stock		1,319	D	
NSO 2007	\$43.61						12/14/2007	12/13/2017	Class A Common Stock		3,956	D	

**Explanation of Responses:**

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.
5. 1 for 1
6. The RSU granted is 100% vested at the date of grant but the receipt of shares are subject to a deferral period which is generally at least four years from the grant date as per the deferral election.
7. The RSU is subject to a deferral election. Shares of Class A Common Stock will be delivered to the reporting person as per the terms of the deferral election.
8. Gifted Shares
9. Gifted shares

**Remarks:**

This Form 5 is being filed to report gifted shares received in 2008 which were not previously reported.

Kenneth A Olson under POA  
for Ralph Busch                      01/26/2009

\*\* 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.**