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
netruction 1(h)

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

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

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 A		eporting Person* B III				uer Name <b>and</b> Tick RRY PETRO						Relationship on the Relationship of the Relati	cable) or		10% Ow	ner
(Last) C/O BERRY TRUXTUN		st) LEUM COMPA	(Middle)	1	12/17	te of Earliest Trans 7/2008	,		, ,			below)			Other (s below)	
(Street) BAKERSFI	ELD CA	4. If A	4. If Amendment, Date of Original Filed (Month/Day/Year)							Individual or Joint/Group Filing (Check Applicable Line)     X Form filed by One Reporting Person     Form filed by More than One Reporting Person						
(City)	(Sta	te)	(Zip)													
	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned															
1. Title of Security (Instr. 3)			2. Transac Date (Month/Da		2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transa Code ( 8)		4. Securities Disposed Of	Acquired (D) (Instr.	(A) or 3, 4 and 5	Securities Beneficial Owned Fo	5. Amount of Securities Beneficially Owned Following Reported		irect Ind direct Be .4) Ov	Nature of lirect neficial nership str. 4)	
							v	Amount	(A) or (D) Price		Transaction(s) (Instr. 3 and 4)				Su. 4)	
Class A Con	nmon Stoc	k										90,0	00	I	Tr Cl	s Co- ustee of naritable ust
Class A Con	nmon Stoc	k										125,0	665	I	Tr Ui Ba	s Co- ustee of nion ank Trust aares
Class A Con	nmon Stoc	k										7,00	00	I	Fa	nsch mily oundation
Class A Common Stock				12/17/2008			P		1,000	A	\$9.07	5 145,2	238	D		
Class A Common Stock			12/17/2008			P		1,000	A	\$9.068	0686 146,238		D			
Class A Con	nmon Stoc	k		12/17/2	2008		P		1,000	A	\$9.051	9 147,2	238	D	•	
Class A Con	nmon Stoc	k		12/17/2	2008		P		500	A	\$9.10	2 1,03	32	I	fo	s istodian r Minor nildren
Class A Con	nmon Stoc	k		12/17/2	2008		P		500	A	\$9.094	4 1,53	32	I	fo	s istodian r Minor nildren
Class A Con	nmon Stoc	k		12/17/2	2008		P		500	A	\$9.086	8 2,03	32	I	fo	s istodian r Minor nildren
Class A Con	nmon Stoc	k		12/17/2	2008		P		500	A	\$9.066	8 2,53	32	I	fo	s Istodian r Minor nildren
			Table II			ecurities Acq alls, warrants						Owned				
Derivative Construction (Instr. 3)	perivative Conversion Date Execution Conversion (Month/Day/Year) if any		ned 4.		5. Number of		xercis n Date	able and	7. Title a	and Amou rities ring ve Securit	8. Price of Derivative Security	derivat Securi Benefi Owned Follow Report	tive ties cially l ing ed ction(s)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	

		-	Table II - Deriv (e.g.,	ative puts,	Secu calls	ritie s, wa	s Ac	ts, options,	convertibl	r Benef e securi	ichanlyto tigas)ber	wned			
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)	Code V Transaction Code (Instr.		(A) Num(Der of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		Date Expiration Experise External Expiration Expiration Date (Month/Day/Year)		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)
Nonstatutory		Date Expiration Class A		Amount or Number of											
Stock -Options 12-— 2-2000	\$7.8438			Code	v	(A)	(D)	E <sub>12/02/2000</sub>	C <sub>12/02/2010</sub>	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	
Nonstatutory Stock Options 12- 2-04	\$21.77							12/02/2004	12/02/2014	Class A Common Stock	10,000		10,000	D	
Nonstatutory Stock Option 12- 15-05	\$30.645							12/15/2005	12/15/2015	Class A Common Stock	10,000		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	15,899		15,899	D	
Nonstatutory Stock Option 12- 15-06	\$32.565							12/15/2006	12/14/2016	Class A Common Stock	10,000		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		1,319	D	
NSO 2007	\$43.61							12/14/2007	12/13/2017	Class A Common	3,956		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.

Kenneth A Olson under POA for Ralph Busch

12/18/2008

\*\* Signature of Reporting Person

Date

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

- $^{\star}$  If the form is filed by more than one reporting person, see Instruction 4 (b)(v).
- $\begin{tabular}{l} ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78 ff(a). \\ \end{tabular}$

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.