

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(AMENDMENT NO. \_\_)\*

Berry Petroleum Company

-----  
(Name of Issuer)

Class A Common Stock, \$.01 par value

-----  
(Title of Class of Securities)

085789105

-----  
(CUSIP Number)

December 31, 1998 - Filing pursuant to Rule 13d-1(b)(2)

-----  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP NO. 085789105

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Page 1 of 3 Pages

1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Boston Partners Asset Management, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) [ ]

(b) [ ]

Not applicable

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

-0- shares

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

6 SHARED VOTING POWER

1,089,700 shares

7 SOLE DISPOSITIVE POWER

-0- shares

8 SHARED DISPOSITIVE POWER

1,089,700 shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,089,700 shares

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN  
SHARES\*

[ ]

Not applicable

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.2 %

12 TYPE OF REPORTING PERSON \*

IA

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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Page 2 of 3 Pages

1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Boston Partners, Inc

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) [ ]

Not applicable

(b) [ ]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

-0- shares

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

6 SHARED VOTING POWER

1,089,700 shares

7 SOLE DISPOSITIVE POWER

-0- shares

8 SHARED DISPOSITIVE POWER

1,089,700 shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,089,700 shares

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN  
SHARES\*

[ ]

Not applicable

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.2 %

12 TYPE OF REPORTING PERSON \*

CO

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Desmond John Heathwood

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) [ ]

Not applicable

(b) [ ]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

-0- shares

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

6 SHARED VOTING POWER

1,089,700 shares

7 SOLE DISPOSITIVE POWER

-0- shares

8 SHARED DISPOSITIVE POWER

1,089,700 shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,089,700 shares

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

[ ]

Not applicable

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.2 %

12 TYPE OF REPORTING PERSON \*

IN

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

- Item 1(a). Name of Issuer: Berry Petroleum Company (the "Issuer").
- Item 1(b). Address of Issuer's Principal Executive Offices: 28700 Hovey Hills Road, P.O. Box Bin X, Taft, CA 93268
- Item 2(a). Names of Persons Filing: Boston Partners Asset Management, L.P. ("BPAM"), Boston Partners, Inc. ("Boston Partners"), and Desmond John Heathwood. BPAM, Boston Partners, and Mr. Heathwood are sometimes referred to collectively herein as the "Reporting Persons."
- Item 2(b). Address of Principal Business Office or, if None, Residence: The address of the principal business office of BPAM, Boston Partners, and Mr. Heathwood is 28 State Street, 20th Floor, Boston, MA 02109.
- Item 2(c). Citizenship: BPAM is a Delaware limited partnership. Boston Partners is a Delaware corporation. Mr. Heathwood is a United States citizen.
- Item 2(d). Title of Class of Securities: Class A Common Stock, \$.01 par value ("Common Stock").
- Item 2(e). CUSIP Number: 085789105
- Item 3. If this statement is filed pursuant to Rule 13d-1(b) or 13d-2(b) or (c), check whether the person filing is a:
- (a)  [ ] Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
  - (b)  [ ] Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
  - (c)  [ ] Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
  - (d)  [ ] Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
  - (e)  [ X ] An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
  - (f)  [ ] An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);

- (g) [ ] A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h) [ ] A savings association as defined in section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) [ ] A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) [ ] Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

Item 4. Ownership.

- (a) Amount Beneficially Owned: Each of the Reporting Persons may be deemed to own beneficially 1,089,700 shares of Class A Common Stock at December 31, 1998. BPAM owns 1,089,700 of record shares of Class A Common Stock. As sole general partner of BPAM, Boston Partners may be deemed to own beneficially all of the shares of Class A Common Stock that BPAM may be deemed to own beneficially. As principal stockholder of Boston Partners, Mr. Heathwood may be deemed to own beneficially all of the Class A Common Stock that Boston Partners may be deemed to own beneficially. Therefore, each of the Reporting Persons may be deemed to own beneficially 1,089,700 shares of Class A Common Stock of the Issuer.
- (b) Percent of Class: 5.2% for all Reporting Persons. The foregoing percentage is calculated based on the 21,109,756 shares of Class A Common Stock outstanding on September 30, 1998 as reported on the Form 10-Q for the quarter ended September 30, 1998.
- (c) Number of shares as to which such person has:
  - (i) sole power to vote or to direct the vote: 0 shares for all Reporting Persons.
  - (ii) shared power to vote or to direct the vote: 1,089,700 shares for all Reporting Persons.
  - (iii) sole power to dispose or to direct the disposition of: 0 shares for all Reporting Persons.

(iv) shared power to dispose or to direct the disposition of: 1,089,700 shares for all Reporting Persons.

Pursuant to Rule 13d-4, each of Boston Partners and Mr. Heathwood expressly disclaims beneficial ownership of any shares of Common Stock of the Issuer.

Item 5. Ownership of Five Percent or Less of a Class.

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

BPAM holds all of the above 1,089,700 shares under management for its clients, who have the right to direct the receipt of dividends, to receive dividends from such shares and to receive the proceeds from the sale of such shares. None of these clients holds more than five percent of the Common Stock of the Issuer.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable. BPAM, Boston Partners and Mr. Heathwood expressly disclaim membership in a "group" as defined in Rule 13d-5(b)(1).

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

By signing below we certify that, to the best of our knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of our knowledge and belief, we certify that the information set forth in this statement is true, complete and correct. We also hereby agree to file this statement jointly pursuant to the agreement set forth as Exhibit 1 hereto.

Dated: February 12, 1999

BOSTON PARTNERS ASSET MANAGEMENT, L.P.

By: Boston Partners, Inc.,  
its general partner

By: /s/ Mary Ann Iudice  
-----  
William J. Kelly  
Treasurer and Senior Vice President  
by: Mary Ann Iudice  
Attorney-in-Fact\*

BOSTON PARTNERS, INC.

By: /s/ Mary Ann Iudice  
-----  
William J. Kelly  
Treasurer and Senior Vice President  
by: Mary Ann Iudice  
Attorney-in-Fact\*

/s/ Mary Ann Iudice  
-----  
Desmond John Heathwood  
by: Mary Ann Iudice  
Attorney-in-Fact\*\*

\* Signed pursuant to a Power of Attorney executed by William J. Kelly, a copy of which is filed herewith.

\*\* Signed pursuant to a Power of Attorney executed by Desmond John Heathwood, a copy of which is filed herewith.



## AGREEMENT

Pursuant to Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, the undersigned hereby agree that only one statement containing the information required by Schedule 13G need be filed with respect to the ownership by each of the undersigned of shares of Common Stock of Berry Petroleum Company.

This Agreement may be executed in any number of counterparts, each of which shall be deemed an original.

EXECUTED this 12th day of February, 1999.

BOSTON PARTNERS ASSET MANAGEMENT, L.P.

By: Boston Partners, Inc.  
its general partner

By: /s/ Mary Ann Iudice  
-----  
William J. Kelly  
Treasurer and Senior Vice President  
by: Mary Ann Iudice  
Attorney-in-Fact\*

BOSTON PARTNERS, INC.

By: /s/ Mary Ann Iudice  
-----  
William J. Kelly  
Treasurer and Senior Vice President  
by: Mary Ann Iudice  
Attorney-in-Fact\*

/s/ Mary Ann Iudice  
-----  
Desmond John Heathwood  
by: Mary Ann Iudice  
Attorney-in-Fact\*\*

\* Signed pursuant to a Power of Attorney executed by William J. Kelly, a copy of which is filed herewith.

\*\* Signed pursuant to a Power of Attorney executed by Desmond John Heathwood, a copy of which is filed herewith.

## POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned, Desmond John Heathwood, hereby constitutes and appoints William J. Kelly and Mary Ann Iudice his true and lawful attorneys-in-fact and agents, for him and in his name, place and stead, to sign any Schedule 13G or Schedule 13D relating to beneficial ownership and changes in beneficial ownership of equity securities of the companies set forth on Exhibit A hereto (each, a "Company" and, collectively, the "Companies"), and any amendment thereto, and to file the same, with all exhibits thereto and other documents in connection therewith, with the U.S. Securities and Exchange Commission, and submit copies thereof to any securities exchange or automated quotation system and to the applicable Company, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite or necessary to be done, as fully to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents may lawfully do or cause to be done by virtue hereof. This power-of-attorney shall expire at such time as the undersigned ceases to be subject to filing requirements under Section 13(d) and/or 13(g) under the Securities and Exchange Act of 1934, as amended, with respect to the Companies.

/s/ Desmond John Heathwood

-----  
Desmond John Heathwood

Dated: February 11, 1999

Companies Subject to Power of Attorney  
Dated as of February 11, 1999

Agrium, Inc.  
Anthracite Capital, Inc.  
Avondale Industries, Inc.  
Berry Petroleum Company  
Everest Reinsurance Holdings, Inc.  
Homebase, Inc.  
Litton Industries, Inc.  
Local Financial Corporation  
Mego Mortgage Corporation  
Richmond County Financial Corp.  
The Pittston Company - Pittston Brink's Group  
Prime Bancshares, Inc.  
Terra Nova (Bermuda) Holding Ltd.  
Tesoro Petroleum Corporation

## POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned, William J. Kelly, Treasurer and Senior Vice President of Boston Partners, Inc., hereby constitutes and appoints Mary Ann Iudice his true and lawful attorney-in-fact and agent, for him and in his name, place and stead, to sign any Schedule 13G or Schedule 13D relating to beneficial ownership and changes in beneficial ownership of equity securities of the companies set forth on Exhibit A hereto (each, a "Company" and, collectively, the "Companies"), and any amendment thereto, and to file the same, with all exhibits thereto and other documents in connection therewith, with the U.S. Securities and Exchange Commission, and submit copies thereof to any securities exchange or automated quotation system and to the applicable Company, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite or necessary to be done, as fully to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent may lawfully do or cause to be done by virtue hereof. This power-of-attorney shall expire at such time as Boston Partners, Inc. ceases to be subject to filing requirements under Section 13(d) and/or 13(g) under the Securities and Exchange Act of 1934, as amended, with respect to the Companies.

/s/ William J. Kelly

-----  
William J. Kelly

Dated: February 11, 1999

Companies Subject to Power of Attorney  
Dated as of February 11, 1999

Agrium, Inc.  
Anthracite Capital, Inc.  
Avondale Industries, Inc.  
Berry Petroleum Company  
Everest Reinsurance Holdings, Inc.  
Homebase, Inc.  
Litton Industries, Inc.  
Local Financial Corporation  
Mego Mortgage Corporation  
Richmond County Financial Corp.  
The Pittston Company - Pittston Brink's Group  
Prime Bancshares, Inc.  
Terra Nova (Bermuda) Holding Ltd.  
Tesoro Petroleum Corporation

## CERTIFICATE OF THE SECRETARY

The undersigned, Desmond John Heathwood, Secretary of Boston Partners, Inc., a Delaware corporation (the "Company"), DOES HEREBY CERTIFY THAT the resolutions set forth below are true and correct copies of resolutions adopted by the Board of Directors of the Company by unanimous written consent dated February 9, 1998; and such resolutions are in full force and effect on the date hereof:

Resolutions Adopted by the  
Board of Directors of Boston Partners, Inc.  
by Unanimous Written Consent Dated February 9, 1998

RESOLVED, that each officer of the Company who may be required to sign and execute any Schedule 13G or Schedule 13D relating to beneficial ownership and changes in beneficial ownership of equity securities with respect to which the Company is subject to filing requirements under Section 13(d) or 13(g) under the Securities and Exchange Act of 1934, as amended ("Section 13 Filings"), be and hereby is authorized to execute a power of attorney appointing Mary Ann Iudice his true and lawful attorney-in-fact and agent, for him and in his name, place and stead, to sign any Section 13 Filings, and any amendment thereto, and to file the same, with all exhibits thereto and other documents in connection therewith, with the U.S. Securities and Exchange Commission, and submit copies thereof to any securities exchange or automated quotation system and to the applicable Company, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite or necessary to be done, as fully to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent may lawfully do or cause to be done by virtue hereof.

WITNESS my hand and the seal of the Company this 9th day of February, 1998.

/s/ Desmond John Heathwood  
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Desmond John Heathwood  
Secretary

[Corporate Seal]