

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* <u>HOFFMAN JERRY V</u> (Last) (First) (Middle) <u>C/O BERRY PETROLEUM COMPANY</u> <u>5201 TRUXTUN AVE., SUITE 300</u> (Street) <u>BAKERSFIELD CA 93309</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>BERRY PETROLEUM CO [BRY]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <u>Former Chairman, President CEO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/07/2004</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
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		

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	05/07/2004		M		80,000 ⁽¹⁾	A	\$14	146,300	D	
Class A Common Stock	05/07/2004		M		50,000 ⁽¹⁾	A	\$19.375	196,300	D	
Class A Common Stock	05/07/2004		M		56,250 ⁽¹⁾	A	\$15.69	252,550	D	
Class A Common Stock	05/07/2004		M		25,000 ⁽¹⁾	A	\$16.3	277,550	D	
Class A Common Stock	05/07/2004		M		6,250 ⁽¹⁾	A	\$16.5	283,800	D	
Class A Common Stock	05/07/2004		F		163,325 ⁽¹⁾	D	\$27	120,475	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 (Right to Buy) NSO	\$14	05/07/2004		M ⁽¹⁾			80,000	12/06/1997	07/25/2004	Class A Common Stock	80,000	(1)	0	D	
Nonstatutory Stock Option (Right to Buy) NSO	\$19.375	05/07/2004		M ⁽¹⁾			50,000	12/05/1998	07/25/2004	Class A Common Stock	50,000	(1)	0	D	
Nonstatutory Stock Option (Right to Buy) NSO	\$15.69	05/07/2004		M ⁽¹⁾			56,250	12/02/2001	07/25/2004	Class A Common Stock	56,250	(1)	0	D	
Nonstatutory Stock Option (Right to Buy) NSO	\$16.3	05/07/2004		M ⁽¹⁾			25,000	12/07/2002	07/25/2004	Class A Common Stock	25,000	(1)	0	D	
Nonstatutory Stock Option (Right to Buy) NSO	\$16.5	05/07/2004		M ⁽¹⁾			6,250	12/06/2003	07/25/2004	Class A Common Stock	6,250	(1)	0	D	

Explanation of Responses:

1. Exercise of stock options under the Company's 1994 Stock Option Plan in a transaction exempt under Rule 16B.

Remarks:

Kenneth A. Olson under Power of Attorney on file 05/11/2004

** 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.