

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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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* <u>Wilson Steven</u>  (Last) (First) (Middle) 5201 TRUXTUN AVE., SUITE 300  (Street) BAKERSFIELD CA 93309  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 01/01/2007	3. Issuer Name and Ticker or Trading Symbol <u>BERRY PETROLEUM CO [ BRY ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;">Controller</p>	5. 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 Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class A Common Stock	0	D	
Class A Common Stock	261	I	Held in the Participant's 401k Account

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Nonstatutory Stock Option	11/23/2005 <sup>(1)</sup>	11/23/2014	Class A Common Stock	10,000	21.58	D	
Nonstatutory Stock Option	12/15/2006 <sup>(2)</sup>	12/15/2015	Class A Common Stock	4,000	30.645	D	
Nonstatutory Stock Option	12/15/2007 <sup>(3)</sup>	12/14/2016	Class A Common Stock	4,000	32.565	D	
Restricted Stock Units	(5)	(6)	Class A Common Stock	1,200	0 <sup>(4)</sup>	D	
Restricted Stock Units	(8)	(9)	Class A Common Stock	4,000	0 <sup>(7)</sup>	D	
Restricted Stock Unit	(11)	(12)	Class A Common Stock	2,400	0 <sup>(10)</sup>	D	
NSO 10-16-03 \$9.315	10/16/2004 <sup>(13)</sup>	10/16/2013	Class A Common Stock	5,000	9.315	D	

Explanation of Responses:

- NSO vest 25% per year beginning one year after date of grant.
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- 1 for 1
- 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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- 1 for 1
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- 1 for 1
- Restricted Stock Units vest 100% three years from date of grant on 4/20/2009.
- Restricted Stock Units vest 100% three years from date of grant. Shares of Class A Common Stock will be delivered to the reporting person at the time of vesting.
- NSO vest 25% per year beginning one year after date of grant.

Remarks:

Mr. Wilson was named the Controller and Principal Accounting Officer as of January 1, 2007.

Kenneth A. Olson under POA 01/08/2007  
for Steve B. Wilson

\*\* 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 5 (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.

POWER OF ATTORNEY

Known all by these present, that the undersigned hereby constitutes and appoints the Corporate Secretary or any Assistant Corporate Secretary, as duly appointed by the Board of Directors from time to time for Berry Petroleum Company, as the undersigned's true and lawful attorney-in-fact to:

1. execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Berry Petroleum Company (the "Company"), Form 3, 4, 5, and Form 144 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
2. do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, 5, and Form 144 and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
3. take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required of, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934 and further acknowledges that the undersigned remains solely responsible for the facts disclosed in any such form.

This Power of Attorney shall remain in full force and effect until the expiration date noted below or until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of securities issued or interest in securities to be issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 14 day of December 2006.

/s/ Steven B. Wilson  
Signature

01/01/2009  
Expiration Date

Steven B. Wilson  
Print Name