SEC Form 4

**FORM 4**

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

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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[*] **DALE DONALD A** | 2. Issuer Name **and** Ticker or Trading Symbol **BERRY PETROLEUM CO** [ BRY ] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) |
|---|---|---|

(Last) (First) (Middle)

C/O BERRY PETROLEUM COMPANY 5201 TRUXTUN

(Street)

BAKERSFIELD  CA        93309

(City)        (State)        (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
12/15/2006

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

Director    10% Owner
X  Officer (give title below)    Other (specify below)
**Controller**

6. Individual or Joint/Group Filing (Check Applicable Line)
X  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 | 12/15/2006 | | M[(1)] | | 400 | A | $32.565 | 4,054 | D | |
| Class A Common Stock | 12/15/2006 | | F[(7)] | | 144 | D | $32.565 | 3,910 | 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 | $9.97 | | | | | | | 12/05/2004 | 12/05/2013 | Class A Common Stock | 9,500 | | 2,500 | D | |
| Nonstatutory Stock Option | $21.58 | | | | | | | 11/23/2005 | 11/23/2014 | Class A Common Stock | 12,000 | | 6,000 | D | |
| Nonstatutory Stock Option | $30.645 | | | | | | | 12/15/2006 | 12/15/2015 | Class A Common Stock | 5,000 | | 5,000 | D | |
| Restricted Stock Units[(2)] | $0[(3)] | 12/15/2006 | | M[(4)] | | | 400 | [(5)] | [(6)] | Class A Common Stock | 400 | $32.565 | 1,200 | D | |

**Explanation of Responses:**

1. Vested shares issued pursuant to Rule 16b-3 plan.

2. 1 for 1

3. Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock

4. Vesting of 25% of RSUs granted 12-15-2006

5. 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.

6. 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.

7. Shares withheld incident to vesting of RSUs for the payment of tax liability issued in accordance with Rule 16b-3.

Kenneth A Olson under POA for Donald Dale                12/19/2006

** 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.