

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

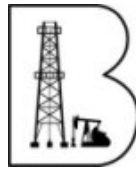
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): May 18, 2006 (May 17, 2006)



BERRY PETROLEUM COMPANY

(Exact Name of Registrant as Specified in its Charter)

DELAWARE
(State or Other Jurisdiction of
Incorporation or Organization)

1-9735
(Commission File Number)

77-0079387
(IRS Employer
Identification Number)

5201 TRUXTUN AVE., STE. 300, BAKERSFIELD, CA
(Address of Principal Executive Offices)

93309
(Zip Code)

Registrant's telephone number, including area code: **(661) 616-3900**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 7.01**Regulation FD**

On May 17, 2006, Berry Petroleum Company distributed a news release stating that Berry Petroleum Company shareholders approved an increase in the number of shares of Class A Common Stock (Common Stock) and Class B Stock (both referred to as the Capital Stock) that the Company is authorized to issue.

As a result of the shareholder approval to increase the number of shares of Capital Stock, the Company will effect its previously announced two-for-one stock split, originally approved by its Board on March 1, 2006.

The information in this Current Report on Form 8-K and Exhibit 99.1 is being furnished and shall not be deemed "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section.

Item 9.01 Financial Statements and Exhibits

(c) Exhibits

99.1 - News Release by Berry Petroleum Company dated May 17, 2006, titled "Berry Petroleum's Shareholders Approve Two-For-One Stock Split".

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereto duly authorized.

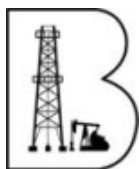
BERRY PETROLEUM COMPANY

By: /s/ Kenneth A. Olson

Kenneth A. Olson

Corporate Secretary

Date: May 18, 2006



News Release

Berry Petroleum Company

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Bakersfield, California 93309-0640

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BERRY PETROLEUM'S SHAREHOLDERS APPROVE TWO-FOR-ONE STOCK SPLIT

Bakersfield, CA - May 17, 2006 - Berry Petroleum Company (NYSE:BRY) shareholders have approved an increase in the number of shares of Class A Common Stock (Common Stock) and Class B Stock (both referred to as the Capital Stock) that the Company is authorized to issue.

As a result of the shareholder approval to increase the number of shares of Capital Stock, the Company will effect its previously announced two-for-one stock split, originally approved by its Board on March 1, 2006. Stock certificates representing the additional shares to be issued pursuant to the stock split will be distributed by the transfer agent on or about June 2, 2006 in the form of direct registration shares (DRS) or in certificate form to all shareholders of record at the close of business on May 17, 2006. The Company's Common Stock will begin trading at its new price per share on June 5, 2006, and reporting on the results of post-split trading should commence accordingly. Upon completion of the split, the number of shares of common stock outstanding will be approximately 42.4 million shares of Common Stock and 1.8 million shares of Class B Stock.

Separately, the shareholders also approved all directors nominated and standing for election to serve on Berry's Board.

Berry Petroleum Company is a publicly traded independent oil and gas production and exploitation company with its headquarters in Bakersfield, California.

Safe harbor under the "Private Securities Litigation Reform Act of 1995"

Any statements in this news release that are not historical facts are forward-looking statements that involve risks and uncertainties. Words such as "expects," "will," "goal," and forms of those words indicate forward-looking statements. Important factors that could affect actual results are discussed in Berry's 2005 Form 10-K filed with the Securities and Exchange Commission in *PART 1, Item 1A. Risk Factors*, under the heading "Other Factors Affecting the Company's Business and Financial Results" in the section titled "Management's Discussion and Analysis of Financial Condition and Results of Operations."

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