

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

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>Kelso Bruce S</u> (Last) (First) (Middle) <u>C/O BERRY PETROLEUM COMPANY 5201 TRUXTON</u> (Street) <u>BAKERSFIELD CA 93309</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>BERRY PETROLEUM CO [BRY]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>12/15/2006</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>VP of Rocky Mtn. and Mid Conti</u> 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
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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		J	V	40 ⁽²⁾	A	\$0	729	I	Held in 401(k) Plan
Class A Common Stock	12/15/2006		M ⁽¹¹⁾		1,250	A	\$32.565	1,250	D	
Class A Common Stock	12/15/2006		F ⁽¹⁷⁾		389	D	\$32.565	861	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	\$8.95							08/23/2004	08/23/2013	Class A Common Stock	10,000		10,000	D	
Nonstatutory Stock Option	\$9.97							12/05/2004	12/05/2013	Class A Common Stock	2,000		2,000	D	
Nonstatutory Stock Option	\$21.58							11/23/2005	11/23/2014	Class A Common Stock	22,500		22,500	D	
Nonstatutory Stock Option	\$30.645							12/15/2006	12/15/2015	Class A Common Stock	20,000		20,000	D	
Nonstatutory Stock Option	\$34.06							03/22/2009 ⁽¹⁾	03/22/2016	Class A Common Stock	40,000		40,000	D	
Nonstatutory Stock Option	\$32.565	12/15/2006		A ⁽³⁾		16,000		12/15/2007	12/14/2016	Class A Common Stock	16,000	\$0 ⁽⁴⁾	16,000	D	
Restricted Stock Units ⁽⁵⁾	\$0 ⁽⁶⁾	12/15/2006		A ⁽⁷⁾		5,000		⁽⁹⁾	⁽¹⁰⁾	Class A Common Stock	5,000	\$0 ⁽⁸⁾	5,000	D	
Restricted Stock Units ⁽¹²⁾	\$0 ⁽¹³⁾	12/15/2006		M ⁽¹⁴⁾			1,250	⁽¹⁵⁾	⁽¹⁶⁾	Class A Common Stock	1,250	\$32.565	3,750	D	

Explanation of Responses:

- 1. Non Statutory Stock Options (NSO). NSOs vest 100% 3 years from date of grant.
- 2. Shares of Common Stock acquired by the reporting person in the Company's 401(k) Plan. All transactions were at market and were non-discretionary.
- 3. Grant of Nonstatutory Stock Option (NSO) under the Company's 2005 Equity Incentive Plan in a transaction exempt under Rule 16b-3(c). Shares vest 25% per year from date of grant.
- 4. Grant of Nonstatutory Stock Option (NSO) under the Company's 2005 Equity Incentive Plan in a transaction exempt under Rule 16b-3(c). Shares vest 25% per year from date of grant.
- 5. 1 for 1
- 6. Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock
- 7. Grant of Restricted Stock Unit (RSU) under the Company's 2005 Equity Incentive Plan in a transaction exempt under Rule 16b-3(c). RSUs vest 25% per year from date of grant.
- 8. The restricted stock units vests in four equal annual installments beginning December 15, 2007. Shares of Class A Common Stock will be delivered to the reporting person at the time of vesting.
- 9. The restricted stock units vests in four equal annual installments beginning December 15, 2007. Shares of Class A Common Stock will be delivered to the reporting person at the time of vesting.
- 10. The restricted stock units vests in four equal annual installments beginning December 15, 2007. Shares of Class A Common Stock will be delivered to the reporting person at the time of vesting.

- 11. Vested shares issued pursuant to Rule 16b-3 plan.
- 12. 1 for 1
- 13. Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock
- 14. Vesting of 25% of RSUs granted 12-15-2006
- 15. 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.
- 16. 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.
- 17. 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 Bruce Kelso

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.