FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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*  BUSCH RALPH B III											(Che	Relationship of Reporting Person(s) to Issuer (Check all applicable)     X Director 10% Owner  Officer (size title 10% Owner)						
(Last) (First) (Middle) C/O BERRY PETROLEUM COMPANY 5201 TRUXTUN						800		`				Officer (give title Other (specify below) below)						
(Street) BAKERSFIELD CA 93309						4. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check AppLine)  X Form filed by One Reporting Persor  Form filed by More than One Reporting Person										on		
(Sta	ate) (	Zip)																
		le I - No			_			<del>-i</del>	l, Dis	· ·			1	. 1		[		
1. Title of Security (Instr. 3)					r) Ex	Execution Date, if any (Month/Day/Year)		, Transa Code			(D) (Instr.	D) (Instr. 3, 4 and		,	Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
					$\perp$			Code	v	Amount	(A) or (D)	Price						
ommon Stoo	ck				_								144,2	38	Γ			
Class A Common Stock													90,000		I Tru		As Co- Trustee of Charitable Trust	
Class A Common Stock													125,665		I	[	As Co- Trustee of Union Bank Trust Shares	
Class A Common Stock													7,000		I Fa		Busch Family Foundation	
Class A Common Stock													532		I		As Custodian for Minor Children	
	-	Table II -											Owned					
2. Conversion Date Conversion or Exercise (Month/Day/Year) if any		Date, Transacti			of Deriv Secu Acqu (A) or Dispo of (D) (Instr	rative rities iired r osed )	Expiration	n Date		of Securities Underlying		Derivative Security (Instr. 5) Secur Owne Follov Repor Trans: (Instr.		ities Owners icially Direct or Indii ving (I) (Instituted) action(s)		Beneficial (D) Ownership lirect (Instr. 4)		
				Code	v	(A)	(D)	Date Exercisal			Title	Amount or Number of Shares						
\$7.8438								12/02/20	00	12/02/2010	Class A Common Stock	10,000		10,0	000	D		
\$7.725								12/02/20	01	12/02/2011	Class A Common Stock	10,000		10,0	000	D		
\$8.07								12/02/20	02	12/02/2012	Class A Common Stock	10,000		10,0	000	D		
\$9.61								12/02/20	03	12/02/2013	Class A Common Stock	10,000		10,0	000	D		
	RALPH  (First PETRO) N  FIELD CA  (State Petro) Common Stock Common St	RALPH B III  (First) (CRY PETROLEUM COMPAN  FIELD CA (State) (Common Stock  Common Stock  Conversion or Exercise Price of Derivative Security  Security  Stock  Stock  Common Stock  Com	(First) (Middle) RY PETROLEUM COMPANY 5201 N  FIELD CA 93309  (State) (Zip)  Table I - No security (Instr. 3)  Dammon Stock  Dammon Stock  Table II -  2. Conversion or Exercise Price of Date (Month/Day/Year) Price of Derivative Security  \$7.8438  \$7.8438  \$7.725  \$8.07	RALPH B III  (First) (Middle) RY PETROLEUM COMPANY 5201 N  FIELD CA 93309  (State) (Zip)  Table I - Non-Derive (Month/IIIIIIIIIIIIIIIIIIIIIIIIIIIIIIIIIIII	RALPH B III  (First) (Middle) RY PETROLEUM COMPANY 5201 N  FIELD CA 93309  (State) (Zip)  Table I - Non-Derivative (Month/Day/Yea)  Summon Stock  Table II - Derivative (e.g., puts, price of Date (Month/Day/Year)  2. Transaction Date (e.g., puts, price of Date (Month/Day/Year)  Price of Perivative Security  RY PETROLEUM COMPANY 5201  Table II - Derivative (e.g., puts, price of Date (month/Day/Year)  A. Table II - Derivative (e.g., puts, price of Date (month/Day/Year)  RY PETROLEUM COMPANY 5201  A. If	RALPH B III  (First) (Middle)	(First) (Middle) RY PETROLEUM COMPANY 5201 N  Table I - Non-Derivative Securitic (Month/Day/Year) (Month/Day/Year)  Table II - Derivative Securitic (e.g., puts, calls, wa Date (Month/Day/Year) (Month/Day/Year)  2. Transaction Date (e.g., puts, calls, wa Date (Month/Day/Year) (Month/Day/Year)  2. Transaction I (e.g., puts, calls, wa Date (e.g., puts, calls, wa Code (Instruction) (Month/Day/Year) (Month/Day/Year)  2. Conversion of Exercise Price of Derivative Securitic (e.g., puts, calls, wa Code (Instruction) (Month/Day/Year) (Month/Day/Year)  2. Conversion Of Exercise (e.g., puts, calls, wa Code (Instruction) (Code (Instruction) (Instruction) (Code (Instruction) (In	RALPH B III  (First) (Middle)  RY PETROLEUM COMPANY 5201  Table I - Non-Derivative Securities Accument (e.g., puts, calls, warrant fary mon Stock  Table II - Derivative Securities Accument fary (Month/Day/Year)  Table II - Derivative Securities Accument fary (Month/Day/Year)	RALPH B III  (First) (Middle) (RY PETROLEUM COMPANY 5201 N  Table I - Non-Derivative Securities Acquired for Month/Day/Year) (Month/Day/Year)  Table II - Derivative Securities Acquired for Month/Day/Year)  Table II - Derivative Securities Acquired for Securities Acquired f	RALPH B III  (First) (Middle) RY PETROLEUM COMPANY 5201 N  Table I - Non-Derivative Securities Acquired, Distance (e.g., puts, calls, warrants, options, Price of Date Execution Date (Month/Day/Year) Price of Date Execution Date (Month/Day/Year) Price of Date Execution Date (Month/Day/Year) Price of Date Security  Table II - Derivative Securities Acquired, Distance (e.g., puts, calls, warrants, options, If any Price of Date Execution Date (Month/Day/Year) Price of Date Security  Security  Table II - Derivative Securities Acquired, Distance (e.g., puts, calls, warrants, options, If any Price of Date Security (Month/Day/Year) Price of Date Security (Month/Day/Year) Price of Security Security Security  Security  Table II - Derivative Securities Acquired, Distance (e.g., puts, calls, warrants, options, if any Price of Security Securi	RALPH B III  (First) (Middle) RY PETROLEUM COMPANY 5201 N  Table I - Non-Derivative Securities Acquired, Disposed of, Code   V   Amount Disposed of, Code	### PETROLEUM COMPANY 5201 N    State   Cape   Cape	Characteristics   Conversion   Conversion	Control   Cont	Code   V   Amount   Code   V   Code   V   Amount   Code   V   Code	Check all application   Chec	Circle   Control   Contr	

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)	Code (Instr.		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 Options 12- 2-04	\$21.77							12/02/2004	12/02/2014	Class A Common Stock	10,000		10,000	D	
Nonstatutory Stock Option 12- 15-05	\$30.645							12/15/2005	12/15/2015	Class A Common Stock	10,000		10,000	D	
Nonstatutory Stock Option 12- 15-06	\$32.565							12/15/2006	12/14/2016	Class A Common Stock	10,000		10,000	D	
2007 Restricted Stock Unit <sup>(1)</sup>	\$0							01/01/2008 <sup>(2)</sup>	12/13/2017 <sup>(3)</sup>	Class A Common Stock	1,319		1,319	D	
NSO 2007	\$43.61							12/14/2007	12/13/2017	Class A Common Stock	3,956		3,956	D	
Phantom Stock Units <sup>(4)</sup>	\$0	09/30/2008		A		335		08/08/1988	08/08/1988	Class A Common Stock	15,564	\$38.73	15,899	D	

## **Explanation of Responses:**

- 1. 1 for 1
- 2. The RSU granted is 100% vested at the date of grant but the receipt of shares are subject to a deferral period which is generally at least four years from the grant date as per the deferral election.
- 3. The RSU is subject to a deferral election. Shares of Class A Common Stock will be delivered to the reporting person as per the terms of the deferral election.
- 4. Phantom Stock Units acquired under the Company's Non-Employee Director Deferred Compensation Plan in a transaction exempt under Rule 16b-3(c). Shares of Common Stock are issued under terms of the Plan upon resignation from the board of directors.

Kenneth A Olson under POA 10/02/2008 for Ralph Busch \*\* 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.

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