

| OMB APPROVAL                                 |           |
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| OMB Number:                                  | 3235-0287 |
| Estimated average burden hours per response: | 0.5       |

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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*<br><u>Canaday Shawn Michael</u><br><br>(Last) (First) (Middle)<br><u>C/O BERRY PETROLEUM COMPANY</u><br><u>5201 TRUXTUN AVENUE, SUITE 300</u><br><br>(Street)<br><u>BAKERSFIELD CA 93309</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>BERRY PETROLEUM CO [ BRY ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><p style="text-align: center;"><b>Treasurer</b></p> |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>05/17/2005</u>            |   |
| 4. If Amendment, Date of Original Filed (Month/Day/Year)  |  |   |

**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            |                                      |  |                                |   |   |            |                    | 100   | D  |   |
| Class A Common Stock            | 05/17/2005                           |  | J                              | V | 21 <sup>(1)</sup>   | A          | \$0 <sup>(1)</sup> | 99  | I  | Held in the the 401(k) Plan                           |
| Class A Common Stock            | 05/17/2005                           |  | I                              |   | 132   | A          | \$43.3             | 231   | I  | Held in the the 401(k) Plan                           |

**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) |
|---|--|--------------------------------------|--|--------------------------------|--|-----|--|-----------------|---|--|--|---|--|
|   |  |                                      |  |                                | (A)  | (D) | Date Exercisable   | Expiration Date |   |  |  |   |  |
| Non Statutory Stock Option (NSO) Right to Buy | \$19.94  |                                      |  |                                |  |     | 12/05/2004   | 12/05/2013      | Class A Common Stock  | 2,500                                      | 2,500  | D   |  |
| Non Statutory Stock Option (NSO) Right to Buy | \$43.16  |                                      |  |                                |  |     | 11/23/2005   | 11/23/2014      | Class A Common Stock  | 5,000                                      | 5,000  | D   |  |

**Explanation of Responses:**

1. From March 11, 2005 through May 16, 2005, 21 shares of Berry Petroleum Company Common Stock were acquired in the Company's 401(k) Plan. All transactions were at market and no discretionary transactions occurred during this period in the holdings of Company Stock in the 401(k) Plan.

**Remarks:**

Kenneth A. Olson under Power  
Of Attorney for Shawn M. Canaday      05/18/2005

\*\* 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.

