

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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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* <u>Keller John Frank</u>  (Last) (First) (Middle) <u>C/O BERRY PETROLEUM COMPANY 5201 TRUXTUN</u>  (Street) <u>BAKERSFIELD CA 93309</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>BERRY PETROLEUM CO [ BRY ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/14/2007</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				
<u>Class A Common Stock</u>									<u>0</u>	<u>D</u>	

**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					
<u>Nonstatutory Stock Option 38.0025</u>	<u>\$38.0025</u>							<u>02/02/2006</u>	<u>02/01/2016</u>	<u>Class A Common Stock</u>	<u>10,000</u>	<u>10,000</u>	<u>D</u>	
<u>Nonstatutory Stock Option</u>	<u>\$32.565</u>							<u>12/15/2006</u>	<u>12/14/2016</u>	<u>Class A Common Stock</u>	<u>10,000</u>	<u>10,000</u>	<u>D</u>	
<u>2007 Restricted Stock Unit<sup>(1)</sup></u>	<u>\$0<sup>(2)</sup></u>	<u>12/14/2007</u>	<u>12/18/2007</u>	<u>A<sup>(3)</sup></u>		<u>1,319</u>		<u>01/01/2008<sup>(4)</sup></u>	<u>12/13/2017<sup>(5)</sup></u>	<u>Class A Common Stock</u>	<u>1,319</u>	<u>\$0</u>	<u>1,319</u>	<u>D</u>
<u>NSO 2007</u>	<u>\$43.61</u>	<u>12/14/2007</u>	<u>12/18/2007</u>	<u>A<sup>(6)</sup></u>		<u>3,956</u>		<u>12/14/2007</u>	<u>12/13/2017</u>	<u>Class A Common Stock</u>	<u>3,956</u>	<u>\$0<sup>(7)</sup></u>	<u>3,956</u>	<u>D</u>

**Explanation of Responses:**

- 1 for 1
- Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock
- 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.
- 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.
- 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.
- Grant of Non-statutory stock option under the Company's 2005 Equity Incentive Plan in a transaction exempt under Rule 16b-3(c). Options are 100% vested on date of grant.
- Grant of Non-statutory stock option under the Company's 2005 Equity Incentive Plan in a transaction exempt under Rule 16b-3(c). Options are 100% vested on date of grant.

Kenneth A Olson under POA 12/19/2007  
for John Keller

\*\* 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.