

OMB APPROVAL	
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**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* <u>DALE DONALD A</u>  (Last) (First) (Middle) <u>C/O BERRY PETROLEUM COMPANY</u> <u>5201 TRUXTUN AVE., SUITE 300</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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;"><b>Controller</b></p>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/24/2004</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	05/24/2004		M		5,000 <sup>(1)</sup>	A	\$14	11,061	D	
Class A Common Stock	05/24/2004		F		3,550 <sup>(1)</sup>	D	\$27.68	7,511	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					
Nonstatutory Stock Option (Right to Buy) NSO	\$14	05/24/2004		M <sup>(1)</sup>			5,000	12/06/1997	12/06/2006	Class A Common Stock	\$0 <sup>(1)</sup>	2,500	D	
Nonstatutory Stock Option (Right to Buy) NSO	\$19.375							12/05/1998	12/05/2007	Class A Common Stock		10,000	D	
Nonstatutory Stock Option (Right to Buy) NSO	\$12.5							12/04/1999	12/04/2008	Class A Common Stock		30,000	D	
Nonstatutory Stock Option (Right to Buy) NSO	\$15.69							12/02/2001	12/02/2010	Class A Common Stock		6,000	D	
Nonstatutory Stock Option (Right to Buy) NSO	\$16.3							12/07/2002	12/07/2011	Class A Common Stock		4,500	D	
Nonstatutory Stock Option (Right to Buy) NSO	\$16.5							12/06/2003	12/06/2012	Class A Common Stock		3,000	D	
Nonstatutory Stock Option (Right to Buy) NSO	\$19.94							12/05/2004	12/05/2013	Class A Common Stock		5,000	D	

**Explanation of Responses:**

1. Exercise of stock options under the Company's 1994 Stock Option Plan in a transaction exempt under Rule 16B.

**Remarks:**

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.**