

OMB APPROVAL
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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934  
(Amendment No. 8)\***

BERRY PETROLEUM COMPANY

\_\_\_\_\_  
(Name of Issuer)

COMMON

\_\_\_\_\_  
(Title of Class of Securities)

085789105

\_\_\_\_\_  
(CUSIP Number)

DECEMBER 31, 2005

\_\_\_\_\_  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

CUSIP No. 085789105

1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only).  
UNIONBANCAL CORPORATION 94-1234979

2. Check the Appropriate Box if a Member of a Group (See Instructions)

- (a)
- (b)

3. SEC Use Only .....

4. Citizenship or Place of Organization STATE OF CALIFORNIA

Number of 5. Sole Voting Power 8,000  
Shares

Beneficially 6. Shared Voting Power 6,937  
Owned by  
Each

Reporting Person With 7. Sole Dispositive Power 8,000  
8. Shared Dispositive Power 1,226,324

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9. Aggregate Amount Beneficially Owned by Each Reporting Person 1,234,324

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10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

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11. Percent of Class Represented by Amount in Row (9) 5.8 %

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12. Type of Reporting Person (See Instructions)

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HC

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**Item 1.**

- (a) Name of Issuer BERRY PETROLEUM COMPANY
- (b) Address of Issuer's Principal Executive Offices  
5201 TRUXTUN AVE., SUITE 300, BAKERSFIELD, CALIFORNIA 93309-0640

**Item 2.**

- (a) Name of Person Filing UNIONBANCAL CORPORATION
- (b) Address of Principal Business Office or, if none, Residence  
400 CALIFORNIA STREET, SAN FRANCISCO, CALIFORNIA 94104-1476
- (c) Citizenship STATE OF CALIFORNIA
- (d) Title of Class of Securities COMMON
- (e) CUSIP Number 085789105

**Item 3. If this statement is filed pursuant to 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**

- (a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78c).
- (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d)  Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).
- (e)  An investment adviser in accordance with 240.13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with 240.13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with 240.13d-1(b)(1)(ii)(G);
- (h)  A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j)  Group, in accordance with 240.13d-1(b)(1)(ii)(J).

**Item 4. Ownership.**

Provide the following information regarding the aggregate number and percentage of the class of

securities of the issuer identified in Item 1.

- (a) Amount beneficially owned: 1,234,324
- (b) Percent of class: 5.8 %
- (c) Number of shares as to which the person has:
  - (i) Sole power to vote or to direct the vote 8,000
  - (ii) Shared power to vote or to direct the vote 6,937
  - (iii) Sole power to dispose or to direct the disposition of 8,000
  - (iv) Shared power to dispose or to direct the disposition of 1,226,324

**Item 5. Ownership of Five Percent or Less of a Class**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following.[ ] .

**Item 6. Ownership of More than Five Percent on Behalf of Another Person.**

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.**

Union Bank of California, N.A. - (b) Bank as defined in Section 3(a)(6) of the Act.  
HighMark Capital Management, Inc. - (e) An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E).

**Item 8. Identification and Classification of Members of the Group**

**Item 9. Notice of Dissolution of Group**

**Item 10. Certification**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

January 27, 2006

\_\_\_\_\_  
Date

LYNN S. IWAKI

\_\_\_\_\_  
Signature

LYNN S. IWAKI, VICE PRESIDENT

\_\_\_\_\_  
Name/Title

**Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)**