

**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

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

1. Name and Address of Reporting Person* <u>REHKOPF BRIAN L</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) <u>Vice President of Engineering</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/26/2005</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

**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	09/26/2005		M <sup>(1)</sup>		10,000	A	\$19.375	29,070	D	
Class A Common Stock	09/26/2005		F <sup>(1)</sup>		6,189	D	\$65.1	22,881	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	Title	Amount or Number of Shares				
Nonstatutory Stock Option (Right to Buy) NSO	\$19.375	09/26/2005		M <sup>(1)</sup>			10,000	12/05/1998	12/05/2007	Class A Common Stock	10,000	\$0 <sup>(1)</sup>	0	D	
Nonstatutory Stock Option (Right to Buy) NSO	\$12.5							12/04/1999	12/04/2008	Class A Common Stock	10,000		10,000	D	
Nonstatutory Stock Option (Right to Buy) NSO	\$15.69							12/02/2001	12/02/2010	Class A Common Stock	20,000		20,000	D	
Nonstatutory Stock Option (Right to Buy) NSO	\$16.3							12/07/2002	12/07/2011	Class A Common Stock	20,000		20,000	D	
Nonstatutory Stock Option (Right to Buy) NSO	\$16.5							12/06/2003	12/06/2012	Class A Common Stock	7,500		7,500	D	
Nonstatutory Stock Option (Right to Buy) NSO	\$19.94							12/05/2004	12/05/2013	Class A Common Stock	20,000		20,000	D	
Nonstatutory Stock Option (Right to Buy) NSO	\$43.16							11/23/2005	11/23/2014	Class A Common Stock	20,000		20,000	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:**

Kenneth A. Olson under Power 09/28/2005

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.**