

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

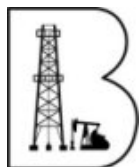
Washington, D.C. 20549

**FORM 8-K/A**  
(Amendment No. 1)

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): October 10, 2006 (October 6, 2006)



**BERRY PETROLEUM COMPANY**

(Exact Name of Registrant as Specified in its Charter)

**DELAWARE**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**1-9735**  
(Commission File Number)

**77-0079387**  
(IRS Employer  
Identification Number)

**5201 TRUXTUN AVE., STE. 300, BAKERSFIELD, CA**  
(Address of Principal Executive Offices)

**93309**  
(Zip Code)

Registrant's telephone number, including area code: **(661) 616-3900**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Explanatory Note:**

On October 6, 2006, Berry Petroleum Company filed a Form 8-K announcing a \$200 million senior subordinated note offering by the registrant. That filing included "Item 9.01 Financial Statements and Exhibits" and included the news release as Exhibit 99.1 under paragraph letter (c). Item 9.01 should have used paragraph (d) instead of (c). This Form 8-K/A is being filed to correct Item 9.01 with the correct exhibit letter.

**Item 7.01 Regulation FD**

On October 6, 2006, Berry Petroleum Company distributed a news release announcing that it intends to publicly offer, subject to market and other customary conditions, \$200 million aggregate principal amount of senior subordinated notes due 2016, under its effective shelf registration statement previously filed with the Securities and Exchange Commission (SEC).

The information in this Current Report on Form 8-K and Exhibit 99.1 is being furnished and shall not be deemed "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

99.1 - News Release by Berry Petroleum Company dated October 6, 2006, titled "Berry Petroleum Announces \$200 Million Senior Subordinated Note Offering."

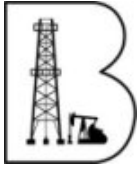
**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereto duly authorized.

**BERRY PETROLEUM COMPANY**

By: /s/ Kenneth A. Olson  
Kenneth A. Olson  
Corporate Secretary

Date: October 10, 2006



## News Release

### Berry Petroleum Company

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Bakersfield, California 93309-0640  
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### **BERRY PETROLEUM ANNOUNCES \$200 MILLION SENIOR SUBORDINATED NOTE OFFERING**

**Bakersfield, California, October 6, 2006** - Berry Petroleum Company (NYSE:BRY) announced today that it intends to publicly offer, subject to market and other customary conditions, \$200 million aggregate principal amount of senior subordinated notes due 2016, under its effective shelf registration statement previously filed with the Securities and Exchange Commission (SEC). Berry expects to complete the offering on or about October 24, 2006.

J.P. Morgan Securities Inc., Citigroup Global Markets Inc., Wells Fargo Securities, LLC and Goldman, Sachs & Co., will act as joint book-running managers for the notes offering. A registration statement relating to the proposed offering will be filed with the SEC. A copy of the preliminary prospectus supplement and accompanying prospectus for the offering may be obtained on the SEC website at [www.sec.gov](http://www.sec.gov). Alternatively, the underwriters will arrange to send you the prospectus supplement if you request it by contacting J.P. Morgan Securities Inc. at 270 Park Avenue, 8th Floor, New York, New York 10017, attention Syndicate Desk.

#### **About Berry Petroleum**

Berry Petroleum is an independent energy company headquartered in Bakersfield, California. The Company is engaged in the production, development, acquisition, exploitation of, and exploration for crude oil and natural gas primarily in California, Utah and Colorado. For further information, please visit [www.bry.com](http://www.bry.com).

*This announcement is neither an offer to sell nor a solicitation of an offer to buy any of the senior subordinated notes referred to above. An offering of any such securities will be made only by means of a prospectus. Any such prospectus shall not constitute an offer to sell or the solicitation of an offer to buy such securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful.*

#### **Forward-Looking Statements**

This release contains forward-looking statements concerning our expectations about the offering of the notes and the use of proceeds from such offering. These statements relate to future events. These statements are only predictions and involve known and unknown risks, uncertainties and other factors, including those discussed under "Risk factors" in the preliminary prospectus supplement and accompanying prospectus for the offering, which could cause our actual results to differ from those projected in any forward-looking statements we make. We believe that it is important to communicate our future expectations. However, there may be events in the future that we are unable to accurately predict or control and that may cause our actual results to differ materially from the expectations we describe in our forward-looking statements. Forward-looking statements speak only as of the date of such statement. We do not plan to publicly update or revise any forward-looking statements after we distribute this prospectus, whether as a result of any new information, future events or otherwise. Readers should not place undue reliance on our forward-looking statements.

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