

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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* HEINEMANN ROBERT (Last) (First) (Middle) C/O BERRY PETROLEUM COMPANY 5201 TRUXTUN AVE., SUITE 300 (Street) BAKERSFIELD CA 93309 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol BERRY PETROLEUM CO [BRY]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) President and CEO
	3. Date of Earliest Transaction (Month/Day/Year) 12/15/2005	
	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 <input type="checkbox"/> 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								0	D	
Class A Common Stock	12/15/2005		J	V	49 ⁽⁵⁾	D	\$0	1,161	I	Held in 401(k) Plan

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
Phantom Stock Units ⁽²⁾⁽³⁾	\$0 ⁽¹⁾							08/08/1988 ⁽²⁾	08/08/1988 ⁽³⁾	Class A Common Stock	1,494	1,494	D		
Non-Statutory Stock Option (NSO) ⁽⁴⁾	\$16.14							12/02/2002	12/02/2012	Class A Common Stock	5,000	5,000	D		
Non-Statutory Stock Option (NSO) ⁽⁴⁾	\$19.22							12/02/2003	12/02/2013	Class A Common Stock	5,000	5,000	D		
Non-Statutory Stock Option (NSO) ⁽⁴⁾	\$28.75							06/16/2005	06/16/2014	Class A Common Stock	100,000	100,000	D		
Non-Statutory Stock Option (NSO) ⁽⁴⁾	\$43.16							11/23/2005	11/23/2014	Class A Common Stock	65,000	65,000	D		
Non-Statutory Stock Option (NSO) ⁽⁴⁾	\$61.29	12/15/2005		A ⁽⁶⁾		75,000		12/15/2006	12/15/2015	Class A Common Stock	75,000	\$0 ⁽⁶⁾	75,000	D	
Restricted Stock Units (RSU) ⁽⁸⁾	(8)	12/15/2005		A ⁽⁷⁾		10,000		(9)	(9)	Class A Common Stock	10,000	\$0 ⁽⁷⁾	10,000	D	

Explanation of Responses:

- 1 for 1
- Phantom Stock Units acquired under the Company's Non-Employee Director Deferred Stock and Compensation Plan in a transaction exempt under Rule 16b-3(c). Shares are exercisable under the terms of the Plan upon resignation from the Board.
- Phantom Stock Units acquired under the Company's Non-Employee Director Deferred Stock and Compensation Plan in a transaction exempt under Rule 16b-3(c). Shares expire under the terms of the Plan upon resignation from the Board.
- NSO - Right to buy Berry Petroleum Company Class A Common Stock

5. The change in the number of shares in the Berry Petroleum Company Common Stock Fund in the Company's 401(k) Plan is due to the required liquidation of shares to correct for a contribution error to the fund corrected during the fourth quarter. All transactions were at market and no discretionary transactions have occurred in the holdings of Company Stock in the 401(k) Plan.
6. Grant of Nonstatutory Stock Option under the Company's 2005 Equity Incentive Plan in a transaction exempt under Rule 16b-3(c). Shares vest at 25% annually from date of grant.
7. Grant of Restricted Stock Unit (RSU) under the Company's 2005 Equity Incentive Plan in a transaction exempt under Rule 16b-3(c). RSUs vest at 25% annually from date of grant.
8. Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock
9. The restricted stock units vest in four equal annual installments beginning December 15, 2006. Shares of Class A Common Stock will be delivered to the reporting person at the time of vesting.

Remarks:

Kenneth A. Olson under POA 12/16/2005
for Robert F. Heinemann

** 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.

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