
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

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

Date of Report (Date of earliest event reported): June 9, 2005 (June 9, 2005)

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))
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Item 7.01 Regulation FD Disclosure

On June 9, 2005 Berry Petroleum Company issued a news release announcing a \$50 million share repurchase plan.

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

(c) Exhibits

99.1 Press Release of Berry Petroleum Company dated June 9, 2005.

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: June 9, 2005

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BERRY PETROLEUM COMPANY ANNOUNCES

\$50 MILLION SHARE REPURCHASE PLAN

Bakersfield, CA - June 9, 2005 - Berry Petroleum Company (NYSE:BRY) today announced that its Board of Directors has authorized a share repurchase program for up to an aggregate of \$50 million of the Company's outstanding Class A Common Stock. The Company presently has approximately 22 million shares outstanding.

Robert Heinemann, president and chief executive officer stated, "We believe our shares provide an excellent investment opportunity as we have delivered consistent strong results with a five-year average return on equity of 22%, and a five-year average return on capital employed of 19%. We are currently executing a record capital program, and our portfolio of development projects coupled with strong commodity prices should enable us to continue delivering similar returns. Furthermore, Berry has promising exploitation opportunities with significant upside that the Company is beginning to appraise within its 2005 drilling plan."

Management expects such purchases to be made from time to time in the open market, in private transactions or otherwise, subject to market conditions and other factors. No assurance can be given as to the time period over which the shares will be repurchased or as to whether and to what extent the share repurchases will be consummated.

Berry Petroleum Company is a publicly traded independent oil and gas production and exploitation company with an estimated 124 million barrels of proved reserves at March 31, 2005.

This release contains certain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 involving risks and uncertainties discussed in detail in the Company's Securities and Exchange Commission filing and reports, including the Company's 2004 Annual Report to shareholders. Actual results may vary due to these or other risks and uncertainties.

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