

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>HEINEMANN ROBERT</u> (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 <u>BERRY PETROLEUM CO [BRY]</u>	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) <p style="text-align: center;">President and CEO</p>
	3. Date of Earliest Transaction (Month/Day/Year) 06/23/2006	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock								2,000	D	
Class A Common Stock	06/23/2006		J	V	609 ⁽⁶⁾	A	\$0	3,541	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					
Phantom Stock Units ⁽²⁾	\$0 ⁽¹⁾							08/08/1988 ⁽²⁾	08/08/1988 ⁽²⁾	Class A Common Stock	3,000	3,000	D	
Non-Statutory Stock Option (NSO) ⁽³⁾	\$8.07	06/23/2006		J ⁽⁸⁾			10,000	12/02/2002	12/02/2012	Class A Common Stock	10,000	\$0 ⁽⁸⁾	0	D
Non-Statutory Stock Option (NSO) ⁽³⁾	\$8.07	06/23/2006		J ⁽⁸⁾		10,000		12/02/2002	12/02/2012	Class A Common Stock	10,000	\$0 ⁽⁸⁾	10,000	D
Non-Statutory Stock Option (NSO) ⁽³⁾	\$9.61	06/23/2006		J ⁽⁸⁾		10,000		12/02/2003	12/02/2013	Class A Common Stock	10,000	\$0 ⁽⁸⁾	0	D
Non-Statutory Stock Option (NSO) ⁽³⁾	\$9.61	06/23/2006		J ⁽⁸⁾		10,000		12/02/2003	12/02/2013	Class A Common Stock	10,000	\$0 ⁽⁸⁾	10,000	D
Non-Statutory Stock Option (NSO) ⁽³⁾	\$14.375	06/23/2006		J ⁽⁸⁾		200,000		06/16/2005	06/16/2014	Class A Common Stock	200,000	\$0 ⁽⁸⁾	0	D
Non-Statutory Stock Option (NSO) ⁽³⁾	\$14.375	06/23/2006		J ⁽⁸⁾		200,000		06/16/2005	06/16/2014	Class A Common Stock	200,000	\$0 ⁽⁸⁾	200,000	D
Non-Statutory Stock Option (NSO) ⁽³⁾	\$21.58	06/23/2006		J ⁽⁸⁾		130,000		11/23/2005	11/23/2014	Class A Common Stock	130,000	\$0 ⁽⁸⁾	0	D
Non-Statutory Stock Option (NSO) ⁽³⁾	\$21.58	06/23/2006		J ⁽⁸⁾		130,000		11/23/2005	11/23/2014	Class A Common Stock	130,000	\$0 ⁽⁸⁾	130,000	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				
Non-Statutory Stock Option (NSO) ⁽³⁾	\$30.645							12/15/2006 ⁽⁷⁾	12/15/2015	Class A Common Stock	150,000		150,000	D	
Restricted Stock Units (RSU) ⁽⁴⁾	\$0 ⁽⁴⁾							(5) ⁽⁹⁾	(5) ⁽⁹⁾	Class A Common Stock	20,000		20,000	D	
Restricted Stock Units (RSU) ⁽⁴⁾	\$0 ⁽⁴⁾	06/23/2006		A		161,300		(10)	(10)	Class A Common Stock	161,300	\$0	161,300	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 issued under the terms of the Plan upon resignation from the Board.
- NSO - Right to buy Berry Petroleum Company Class A Common Stock
- Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock
- 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.
- Between April 1, 2006 and June 23, 2006 the reporting person acquired shares of Berry Petroleum Company Common Stock in the Company's 401(k) Plan. All transactions were at market value and were non-discretionary.
- On June 23, 2006, the vesting provision was amended such that under certain terminations of service of the reporting person, the unvested stock options shall become fully vested.
- The reported disposition and acquisition transactions involving this instrument involved an amendment of the outstanding option resulting for purposes of Section 16 of the Securities Exchange Act of 1934 in the deemed cancellation of the "old" option and grant of a replacement option. The replacement option provides that under certain terminations of service of the reporting person, the replacement option shall remain exercisable longer than the period provided for under the terms of the "old option". The replacement option also amended the vesting provision such that under certain terminations of service of the reporting person, the unvested stock options shall become fully vested.
- On June 23, 2006, the vesting provision was amended such that under certain terminations of service of the reporting person, the unvested RSUs shall become fully vested.
- The restricted stock units vest in one installment on January 31, 2010 provided that the reporting person continues to serve as CEO on such date, or earlier under certain conditions.

Remarks:

Kenneth A. Olson under POA for 06/23/2006
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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