

**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
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1. Name and Address of Reporting Person* <u>BERRY WILLIAM F</u>  (Last) (First) (Middle) C/O BERRY PETROLEUM COMPANY 5201 TRUXTUN  (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) Director 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) Retired Board 5-17-06
	3. Date of Earliest Transaction (Month/Day/Year) 06/21/2006	
	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							69,444	I	As Trustee for Berry Childrens Trust	
Class A Common Stock	06/21/2006		M		10,000	A	\$9.4688	2,872,000	D	
Class A Common Stock	06/21/2006		M		10,000	A	\$6.3125	2,882,000	D	
Class A Common Stock	06/21/2006		M		10,000	A	\$7.0313	2,892,000	D	
Class A Common Stock	06/21/2006		M		10,000	A	\$7.8438	2,902,000	D	
Class A Common Stock	06/21/2006		M		10,000	A	\$7.725	2,912,000	D	
Class A Common Stock	06/21/2006		M		10,000	A	\$8.07	2,922,000	D	
Class A Common Stock	06/21/2006		M		10,000	A	\$9.61	2,932,000	D	
Class A Common Stock	06/21/2006		M		10,000	A	\$21.77	2,942,000	D	
Class A Common Stock	06/21/2006		F		27,796	D	\$28	2,914,204	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					
Nonstatutory Stock Option	\$30.645							12/15/2005	01/17/2007	Class A Common Stock	10,000	10,000	D	
Nonstatutory Stock Option	\$6.3125	06/21/2006		M		10,000		12/02/1998	08/15/2006	Class A Common Stock	10,000	\$0 <sup>(1)</sup>	0	D
Nonstatutory Stock Option	\$9.4688	06/21/2006		M		10,000		12/02/1997	08/15/2006	Class A Common Stock	10,000	\$0 <sup>(2)</sup>	0	D
Nonstatutory Stock Options	\$21.77	06/21/2006		M		10,000		12/02/2004	08/15/2006	Class A Common Stock	10,000	\$0 <sup>(3)</sup>	0	D
Nonstatutory Stock Options	\$7.0312	06/21/2006		M		10,000		12/02/1999	08/15/2006	Class A Common Stock	10,000	\$0 <sup>(4)</sup>	0	D
Nonstatutory Stock Options	\$7.725	06/21/2006		M		10,000		12/02/2001	08/15/2006	Class A Common Stock	10,000	\$0 <sup>(5)</sup>	0	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 Options	\$7.8438	06/21/2006		M			10,000	12/02/2000	08/15/2006	Class A Common Stock	10,000	\$0 <sup>(6)</sup>	0	D	
Nonstatutory Stock Options	\$8.07	06/21/2006		M			10,000	12/02/2002	08/15/2006	Class A Common Stock	10,000	\$0 <sup>(7)</sup>	0	D	
Nonstatutory Stock Options	\$9.61	06/21/2006		M			10,000	12/02/2003	08/15/2006	Class A Common Stock	10,000	\$0 <sup>(8)</sup>	0	D	

**Explanation of Responses:**

1. Exercise of Stock Options under the Company's equity plans in a transaction exempt under Rule 16b.
2. Exercise of Stock Options under the Company's equity plans in a transaction exempt under Rule 16b.
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6. Exercise of Stock Options under the Company's equity plans in a transaction exempt under Rule 16b.
7. Exercise of Stock Options under the Company's equity plans in a transaction exempt under Rule 16b.
8. Exercise of Stock Options under the Company's equity plans in a transaction exempt under Rule 16b.

**Remarks:**

All amounts and quantities have been adjusted for the Company's 2-for-1 stock split to shareholders of record on May 17, 2006.

Kenneth A Olson under POA or 06/23/2006  
William Berry

\*\* 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.

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.