

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

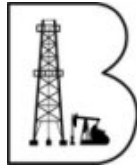
Washington, D.C. 20549

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): April 28, 2006 (April 28, 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))

Item 7.01

Regulation FD

On April 28, 2006, Berry Petroleum Company announced in a news release that the Company had increased its credit facility to \$750 million.

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 - News Release by Berry Petroleum Company dated April 28, 2006, titled "Berry Petroleum Increases Credit Facility to \$750 Million" announcing the Registrant's amended credit facility.

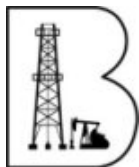
SIGNATURES

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: April 28, 2006



News Release

Berry Petroleum Company

5201 Truxtun Avenue, Suite 300
Bakersfield, California 93309-0640

Contacts: Robert F. Heinemann, President and CEO - - Ralph J. Goehring, Executive Vice President and CFO

Phone (661) 616-3900

E-mail: ir@bry.com

Internet: www.bry.com



BERRY PETROLEUM INCREASES CREDIT FACILITY TO \$750 MILLION

Bakersfield, CA - April 28, 2006 - Berry Petroleum Company (NYSE:BRY) has increased its credit facility from \$500 million to \$750 million and increased its current borrowing base under the facility from \$350 million to \$500 million. Terms of the five-year unsecured credit facility are substantially similar, and in certain instances, more favorable to the Company compared to the previous credit facility.

Ralph Goehring, executive vice president and chief financial officer, stated “Our stable production base and existing hedge position allow us to increase our borrowing capacity so that we can continue to grow the Company through acquisitions. Over the last few years we have made several sizable acquisitions and, including our recent Piceance Basin, CO acquisition, our outstanding debt under the facility at March 31, 2006 was approximately \$250 million.”

Berry Petroleum Company is a publicly traded independent oil and gas production and exploitation company with its headquarters in Bakersfield, California.

Safe harbor under the “Private Securities Litigation Reform Act of 1995”

Any statements in this news release that are not historical facts are forward-looking statements that involve risks and uncertainties. Please refer to *PART 1, Item IA. Risk Factors* of Berry’s Form 10-K filed with the Securities and Exchange Commission for a complete discussion of these risks.

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