

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

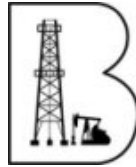
Washington, D.C. 20549

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): October 22, 2007



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 Disclosure

Formation of a Limited Partnership

On October 22, 2007, Berry Petroleum Company (“Berry”), issued a press release, a copy of which is furnished as Exhibit 99.1, announcing its intention to pursue an initial public offering of units representing limited partner interests of a master limited partnership subsidiary being formed by Berry to own certain of Berry’s long-lived oil and natural gas properties.

Berry’s announcement shall not constitute an offer to sell or the solicitation of an offer to buy any securities. Any offers, solicitations of offers to buy, or any sales of securities will only be made in accordance with the registration requirements of the Securities Act of 1933 or an exemption therefrom.

In accordance with general instruction B.2 to Form 8-K, such information is being “furnished” and shall not be deemed “filed” with the Securities and Exchange Commission for purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section, nor shall such information be deemed incorporated by reference in any other filing under the Securities Act of 1933.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	News Release dated October 22, 2007 titled "Berry Petroleum to form Master Limited Partnership."

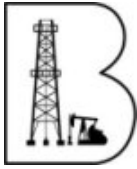
SIGNATURES

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: October 22, 2007



Berry Petroleum Company News

Contact: Berry Petroleum Company
5201 Truxtun Ave., Ste. 300
Bakersfield, CA 93309
1-661-616-3900



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

Berry Petroleum Company to Form Master Limited Partnership

Bakersfield, Calif. -- (BUSINESS WIRE) -- October 22, 2007-- Berry Petroleum Company (Berry) (NYSE:BRY) today announced plans to form a master limited partnership (MLP) and intends to proceed with an initial public offering of common units representing limited partner interests in the MLP. The MLP is expected to own certain of Berry Petroleum's long-lived oil and natural gas properties.

Berry expects to file a registration statement with the U.S. Securities and Exchange Commission for the initial public offering of common units of the MLP during the fourth quarter of 2007 and anticipates that the offering will be made during the first half of 2008. Approximately \$125 million to \$175 million of common units are expected to be offered to the public. Berry intends to use the net proceeds from the offering primarily to reduce its debt and for the acceleration of certain development projects. Berry will own the general partner of the MLP and is expected to retain a significant interest in the MLP at the close of the initial public offering.

This announcement shall not constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of any securities in any state or jurisdiction in which the offer, solicitation or sale of securities would be unlawful. The securities will only be offered and sold pursuant to a registration statement filed under the Securities Act of 1933, as amended.

About Berry Petroleum Company

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

Any statements in this news release that are not historical facts are forward-looking statements that involve risks and uncertainties, including, among other things, that the MLP will not be formed, will not complete an offering of securities and will not complete such actions on the timetable indicated. Words such as "plans," "anticipates," "will," "expect," and forms of those words and others indicate forward-looking statements. Important factors which could affect actual results are discussed in PART 1, Item 1A. Risk Factors of Berry's 2006 Form 10-K filed with the Securities and Exchange Commission on February 28, 2007 under the heading "Other Factors Affecting the Company's Business and Financial Results" in the section titled "Management's Discussion and Analysis of Financial Condition and Results of Operations".

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