SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

1. Name and Address of Reporting Person[*]	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
DALE DONALD A	**BERRY PETROLEUM CO** [BRY]	

DALE DONALD A

(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
BERRY PETROLEUM CO [BRY]

3. Date of Earliest Transaction (Month/Day/Year)
09/23/2004

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

	Director		10% Owner
X	Officer (give title below)		Other (specify below)

Controller

6. Individual or Joint/Group Filing (Check Applicable Line)

X   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	09/23/2004		M		5,000[(1)]	A	$12.5	14,393	D	
Class A Common Stock	09/23/2004		F		2,869[(1)]	D	$37.13	11,524	D	
Class A Common Stock	09/24/2004		S		5,900	D	$37.6	5,624	D	
Class A Common Stock	09/24/2004		S		100	D	$37.69	5,524	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 Option (Right to Buy) NSO	$12.5	09/23/2004		M[(1)]			5,000	12/04/1999	12/04/2008	Class A Common Stock	5,000	$0[(1)]	15,000	D	
Nonstatutory Stock Option (Right to Buy) NSO	$15.69							12/02/2001	12/02/2010	Class A Common Stock	1,500		1,500	D	
Nonstatutory Stock Option (Right to Buy) NSO	$16.3							12/07/2002	12/07/2011	Class A Common Stock	2,250		2,250	D	
Nonstatutory Stock Option (Right to Buy) NSO	$16.5							12/06/2003	12/06/2012	Class A Common Stock	2,250		2,250	D	
Nonstatutory Stock Option (Right to Buy) NSO	$19.94							12/05/2004	12/05/2013	Class A Common Stock	5,000		5,000	D	

Explanation of Responses:

1. Exercise of stock options under the Company's 1994 Stock Option Plan in a transaction exempt under Rule 16B.

Remarks:

Kenneth A. Olson under Power of Attorney on file   09/27/2004

** 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).