

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* GOEHRING RALPH J (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 BERRY PETROLEUM CO [BRY]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Executive VP
	3. Date of Earliest Transaction (Month/Day/Year) 12/30/2008	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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								70,498	D	
Class A Common Stock	12/30/2008		J		739 ⁽¹⁾	A	\$0	5,641	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					
Nonstatutory Stock Option 11-23-04	\$21.58							11/23/2005	08/30/2009	Class A Common Stock	17,500	17,500	D	
2005 Restricted Stock Units	\$0	12/30/2008		H		2,500		12/15/2006 ⁽²⁾	12/30/2008 ⁽³⁾	Class A Common Stock	2,500	\$0	0	D
2006 Restricted Stock Units ⁽⁴⁾	\$0 ⁽⁵⁾	12/30/2008		E ⁽⁶⁾		5,000 ⁽⁷⁾		12/15/2007	12/30/2008 ⁽⁹⁾	Class A Common Stock	5,000	\$0 ⁽⁸⁾	0	D
Nonstatutory Stock Option 12-15-05	\$30.645	12/30/2008 ⁽¹⁰⁾		E		10,000 ⁽¹¹⁾		12/15/2006	08/30/2009	Class A Common Stock	20,000	\$0 ⁽¹²⁾	10,000	D
Nonstatutory Stock Option 12-15-06	\$32.565	12/30/2008 ⁽¹³⁾		E		20,000 ⁽¹⁴⁾		12/15/2007	08/30/2009	Class A Common Stock	40,000	\$0 ⁽¹⁵⁾	20,000	D

Explanation of Responses:

- Shares of Common Stock acquired by the reporting person in the Company's 401(k) Plan. All transactions were at market and were non-discretionary.
- The restricted stock units vests 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.
- Expiration of invested options and restricted stock units upon termination of employment.
- 1 for 1
- Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock
- Expiration of unvested options and restricted stock units upon termination of employment.
- Expiration of invested options and restricted stock units upon termination of employment.
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- Expiration of unvested options and restricted stock units upon termination of employment.
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Remarks:

This amended Form 4 is being filed to mark the box that Mr. Goehring is no longer a Section 16 insider as of 12-30-2008.

[Ralph Goehring](#)

** 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.