

OMB APPROVAL	
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**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

<b>1. Name and Address of Reporting Person*</b> <u>Keller John Frank</u>  (Last) (First) (Middle) <u>C/O BERRY PETROLEUM COMPANY 5201 TRUXTUN</u>  (Street) <u>BAKERSFIELD CA 93309</u>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>BERRY PETROLEUM CO [ BRY ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>03/31/2009</u>	
	<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>	

**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				
<u>Class A Common Stock</u>									<u>1,200</u>	<u>D</u>	

**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					
<u>Nonstatutory Stock Option 38.0025</u>	<u>\$38.0025</u>							<u>02/02/2006</u>	<u>02/01/2016</u>	<u>Class A Common Stock</u>	<u>10,000</u>	<u>10,000</u>	<u>D</u>	
<u>Nonstatutory Stock Option 12-15-06</u>	<u>\$32.565</u>							<u>12/15/2006</u>	<u>12/14/2016</u>	<u>Class A Common Stock</u>	<u>10,000</u>	<u>10,000</u>	<u>D</u>	
<u>2007 Restricted Stock Unit<sup>(1)</sup></u>	<u>\$0</u>							<u>01/01/2008<sup>(2)</sup></u>	<u>12/13/2017<sup>(3)</sup></u>	<u>Class A Common Stock</u>	<u>1,319</u>	<u>1,319</u>	<u>D</u>	
<u>NSO 2007</u>	<u>\$43.61</u>							<u>12/14/2007</u>	<u>12/13/2017</u>	<u>Class A Common Stock</u>	<u>3,956</u>	<u>3,956</u>	<u>D</u>	
<u>Phantom Stock Units</u>	<u>\$0<sup>(4)</sup></u>	<u>03/31/2009</u>		<u>A</u>		<u>105</u>		<u>08/08/1988</u>	<u>08/08/1988</u>	<u>Class A Common Stock</u>	<u>15,480</u>	<u>\$10.96</u>	<u>15,585</u>	<u>D</u>

**Explanation of Responses:**

- 1 for 1
- The RSU granted is 100% vested at the date of grant but the receipt of shares are subject to a deferral period which is generally at least four years from the grant date as per the deferral election.
- The RSU is subject to a deferral election. Shares of Class A Common Stock will be delivered to the reporting person as per the terms of the deferral election.
- Phantom Stock Units acquired under the Company's Non-Employee Director Deferred Compensation Plan in a transaction exempt under Rule 16b-3(c). Shares of Common Stock are issued under terms of the Plan upon resignation from the board of directors.

Kenneth A Olson under POA 04/02/2009  
for John Keller

\*\* 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.