SEC Form 4

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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[*]

 DUGINSKI MICHAEL

 (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)
 03/31/2004

 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)

 Vice President of Corp Devel.

 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								1,600	D	
Class A Common Stock	03/31/2004[1]		J		319[1]	A	$0[1]	2,433[1]	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	Title	Amount or Number of Shares				
Nonstatutory Stock Option (Right to Buy) NSO	$14.89							02/01/2003	02/01/2012	Class A Common Stock	30,000		30,000	D	
Nonstatutory Stock Option (Right to Buy) NSO	$16.5							12/06/2003	12/06/2012	Class A Common Stock	15,000		15,000	D	
Nonstatutory Stock Option (Right to Buy) NSO	$19.94							12/05/2004	12/05/2013	Class A Common Stock	30,000		30,000	D	

Explanation of Responses:

1. Between January 1 and March 31, 2004, the reporting person acquired 319 shares of Berry Petroleum Company common stock under the Berry 401(k) plan. Purchases were non-discretionary and at market value. The information in this report is based on a plan statement dated as of March 31, 2004.

Remarks:

Kenneth A. Olson under Power of Attorney on file   04/02/2004

** 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).

** 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.