

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

1. Name and Address of Reporting Person* <u>Kelso Bruce S</u>  (Last) (First) (Middle) <u>C/O BERRY PETROLEUM COMPANY 5201 TRUXTUN</u>  (Street) <u>BAKERSFIELD CA 93309</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>BERRY PETROLEUM CO [ BRY ]</u>	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) <u>VP of Rocky Mtn. and Mid Conti</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/03/2008</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	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	03/03/2008		M		5,000	A	\$8.95	7,583	D	
Class A Common Stock	03/03/2008		M		1,000	A	\$9.97	8,583	D	
Class A Common Stock	03/03/2008		J		37 <sup>(10)</sup>	A	\$0	1,027	I	Held in 401(k) Plan
Class A Common Stock	03/03/2008		S		100	D	\$41.68	8,483	D	
Class A Common Stock	03/03/2008		S		300	D	\$41.66	8,183	D	
Class A Common Stock	03/03/2008		S		100	D	\$41.65	8,083	D	
Class A Common Stock	03/03/2008		S		17	D	\$41.62	8,066	D	
Class A Common Stock	03/03/2008		S		400	D	\$41.61	7,666	D	
Class A Common Stock	03/03/2008		S		100	D	\$41.6	7,566	D	
Class A Common Stock	03/03/2008		S		100	D	\$41.59	7,466	D	
Class A Common Stock	03/03/2008		S		100	D	\$41.57	7,366	D	
Class A Common Stock	03/03/2008		S		900	D	\$41.56	6,466	D	
Class A Common Stock	03/03/2008		S		200	D	\$41.53	6,266	D	
Class A Common Stock	03/03/2008		S		1,000	D	\$41.522	5,266	D	
Class A Common Stock	03/03/2008		S		2,200	D	\$41.52	3,066	D	
Class A Common Stock	03/03/2008		S		483	D	\$41.51	2,583	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)					
Nonstatutory Stock Option	\$21.58						11/23/2005	11/23/2014	Class A Common Stock	15,000	15,000	D	
Nonstatutory Stock Option	\$30.645						12/15/2006	12/15/2015	Class A Common Stock	20,000	20,000	D	
Nonstatutory Stock Option	\$34.06						03/22/2009 <sup>(1)</sup>	03/22/2016	Class A Common Stock	40,000	40,000	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					
2005 Restricted Stock Units	\$0 <sup>(2)</sup>							(3)	(4)	Class A Common Stock	2,500	2,500	D	
Nonstatutory Stock Option	\$32.565							12/15/2007	12/14/2016	Class A Common Stock	16,000	16,000	D	
2006 Restricted Stock Units	\$0 <sup>(5)</sup>							(6)	(7)	Class A Common Stock	3,750	3,750	D	
2007 Restricted Stock Unit	\$0							(8)	12/13/2017 <sup>(9)</sup>	Class A Common Stock	2,752	2,752	D	
NSO 2007	\$43.61							12/14/2008	12/13/2017	Class A Common Stock	8,258	8,258	D	
Nonstatutory Stock Option	\$8.95	03/03/2008		M			5,000	08/23/2004	08/23/2013	Class A Common Stock	5,000	\$0	0	D
Nonstatutory Stock Option	\$9.97	03/03/2008		M			1,000	12/05/2004	12/05/2013	Class A Common Stock	1,000	\$0	0	D

**Explanation of Responses:**

1. Non Statutory Stock Options (NSO). NSOs vest 100% 3 years from date of grant.
2. Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock
3. 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.
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8. The RSU granted vest 25% per year beginning one year after grant but the receipt of shares are subject to a deferral period which is generally at least four years from grant date as per the deferral election.
9. 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.
10. 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.

Kenneth A Olson under POA  
for Bruce Kelso

\*\* Signature of Reporting Person      03/05/2008  
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.**

POWER OF ATTORNEY

Known all by these present, that the undersigned hereby constitutes and appoints the Corporate Secretary or any Assistant Corporate Secretary, as duly appointed by the Board of Directors from time to time for Berry Petroleum Company, as the undersigned's true and lawful attorney-in-fact to:

1. execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Berry Petroleum Company (the "Company"), Form 3, 4, 5, and Form 144 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
2. do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, 5, and Form 144 and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
3. take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required of, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934 and further acknowledges that the undersigned remains solely responsible for the facts disclosed in any such form.

This Power of Attorney shall remain in full force and effect until the expiration date noted below or until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of securities issued or interest in securities to be issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 14 day of December 2007.

/s/ Bruce S. Kelso  
Signature

01/15/2010  
Expiration Date

Bruce S. Kelso  
Print Name