

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) December 6, 2004

Berry Petroleum Company
(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation)	1-9735 (Commission File Number)	77-0079387 IRS Employer Identification No.
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5201 Truxtun Avenue, Suite 300 Bakersfield, CA 93309
(Address of principal executive offices)

Registrant's telephone number, including area code (661) 616-3900

N/A
(Former name or former address, if changed since last report)

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Item 1.01. Entry into a Material Definitive Agreement.

On December 3, 2004, Berry Petroleum Company (Berry) entered into an purchase and sale agreement with J-W Operating Company and others to acquire their interests in the Niobrara fields in northeastern Colorado for approximately \$110 million. The news release dated December 6, 2004 is attached hereto as Exhibit 99.

Item 7.01. Regulation FD

Regulation FD Disclosure

(c) Exhibits

The following Exhibits are hereby furnished as part of this Current Report on Form 8-K:

Exhibit 99 - Press Release dated December 6, 2004 regarding the Registrant's announcing the acquisition of natural gas assets in northeastern Colorado.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

BERRY PETROLEUM COMPANY

By /s/ Kenneth A. Olson
Name: Kenneth A. Olson
Title: Corporate Secretary/Treasurer

December 6, 2004

