

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

| 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).

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*<br><b>GAUL J HERBERT JR</b><br><br>(Last) (First) (Middle)<br><b>C/O BERRY PETROLEUM COMPANY</b><br><b>1999 BROADWAY, SUITE 3700</b><br><br>(Street)<br><b>DENVER CO 80202</b><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><b>BERRY PETROLEUM CO [ BRY ]</b> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br>Officer (give title below) Other (specify below) |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>05/04/2010</b>            |  |
|   | 4. If Amendment, Date of Original Filed (Month/Day/Year)                         | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>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            | 05/04/2010                           |  | M                              |   | 10,000  | A          | \$7.8438  | 24,000  | D  |   |
| Class A Common Stock            | 05/04/2010                           |  | M                              |   | 10,000  | A          | \$7.725   | 34,000  | D  |   |
| Class A Common Stock            | 05/04/2010                           |  | M                              |   | 10,000  | A          | \$8.07    | 44,000  | D  |   |
| Class A Common Stock            | 05/04/2010                           |  | M                              |   | 10,000  | A          | \$9.61    | 54,000  | D  |   |
| Class A Common Stock            | 05/04/2010                           |  | S                              |   | 2,600   | D          | \$31.9301 | 51,400  | D  |   |
| Class A Common Stock            | 05/04/2010                           |  | S                              |   | 200   | D          | \$31.94   | 51,200  | D  |   |
| Class A Common Stock            | 05/04/2010                           |  | S                              |   | 300   | D          | \$31.97   | 50,900  | D  |   |
| Class A Common Stock            | 05/04/2010                           |  | S                              |   | 2,940   | D          | \$31.9734 | 47,960  | D  |   |
| Class A Common Stock            | 05/04/2010                           |  | S                              |   | 400   | D          | \$31.98   | 47,560  | D  |   |
| Class A Common Stock            | 05/04/2010                           |  | S                              |   | 200   | D          | \$32.015  | 47,360  | D  |   |
| Class A Common Stock            | 05/04/2010                           |  | S                              |   | 100   | D          | \$32.02   | 47,260  | D  |   |
| Class A Common Stock            | 05/04/2010                           |  | S                              |   | 100   | D          | \$32.025  | 47,160  | D  |   |
| Class A Common Stock            | 05/04/2010                           |  | S                              |   | 200   | D          | \$32.14   | 46,960  | D  |   |
| Class A Common Stock            | 05/04/2010                           |  | S                              |   | 300   | D          | \$32.18   | 46,660  | D  |   |
| Class A Common Stock            | 05/04/2010                           |  | S                              |   | 300   | D          | \$32.19   | 46,360  | D  |   |
| Class A Common Stock            | 05/04/2010                           |  | S                              |   | 400   | D          | \$32.275  | 45,960  | D  |   |
| Class A Common Stock            | 05/04/2010                           |  | S                              |   | 100   | D          | \$32.29   | 45,860  | D  |   |
| Class A Common Stock            | 05/04/2010                           |  | S                              |   | 100   | D          | \$32.39   | 45,760  | D  |   |
| Class A Common Stock            | 05/04/2010                           |  | S                              |   | 100   | D          | \$32.45   | 45,660  | D  |   |
| Class A Common Stock            | 05/04/2010                           |  | S                              |   | 100   | D          | \$32.46   | 45,560  | D  |   |
| Class A Common Stock            | 05/04/2010                           |  | S                              |   | 1,000   | D          | \$32.76   | 44,560  | D  |   |
| Class A Common Stock            | 05/04/2010                           |  | S                              |   | 100   | D          | \$32.85   | 44,460  | 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) |   |  |  |   |  |

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|--|--|--------------------------------------|--|--------------------------------|---|--|--------|--|---------------------------|---|----------------------------|--|--|---|--|
|  |  |                                      |  | Code                           | V | (A)  | (D)    | Date Exercisable   | Expiration Date           | Title   | Amount or Number of Shares |  |  |   |  |
| Nonstatutory Stock Options 12-2-04         | \$21.77  |                                      |  |                                |   |  |        | 12/02/2004   | 12/02/2014                | Class A Common Stock  | 10,000                     |  | 10,000   | D   |  |
| Nonstatutory Stock Option 12-15-05         | \$30.645   |                                      |  |                                |   |  |        | 12/15/2005   | 12/15/2015                | Class A Common Stock  | 10,000                     |  | 10,000   | D   |  |
| Phantom Stock Units <sup>(1)</sup>         | \$0 <sup>(2)</sup>                                     |                                      |  |                                |   |  |        | 08/08/1988 <sup>(3)</sup>                                | 08/08/1988 <sup>(4)</sup> | Class A Common Stock  | 33,586                     |  | 33,586   | D   |  |
| Nonstatutory Stock Option 12-15-06         | \$32.565   |                                      |  |                                |   |  |        | 12/15/2006   | 12/14/2016                | Class A Common Stock  | 10,000                     |  | 10,000   | D   |  |
| 2007 Restricted Stock Unit <sup>(5)</sup>  | \$0  |                                      |  |                                |   |  |        | 01/01/2008 <sup>(6)</sup>                                | 12/13/2017 <sup>(7)</sup> | Class A Common Stock  | 1,319                      |  | 1,319  | D   |  |
| NSO 2007                                   | \$43.61  |                                      |  |                                |   |  |        | 12/14/2007   | 12/13/2017                | Class A Common Stock  | 3,956                      |  | 3,956  | D   |  |
| Nonstatutory Stock Options 12-2-2000       | \$7.8438   | 05/04/2010                           |  | M                              |   |  | 10,000 | 12/02/2000   | 12/02/2010                | Class A Common Stock  | 10,000                     | \$0  | 0  | D   |  |
| Nonstatutory Stock Options 12-2-01         | \$7.725  | 05/04/2010                           |  | M                              |   |  | 10,000 | 12/02/2001   | 12/02/2011                | Class A Common Stock  | 10,000                     | \$0  | 0  | D   |  |
| Nonstatutory Stock Options 12-2-02         | \$8.07   | 05/04/2010                           |  | M                              |   |  | 10,000 | 12/02/2002   | 12/02/2012                | Class A Common Stock  | 10,000                     | \$0  | 0  | D   |  |
| Nonstatutory Stock Options 12-2-03         | \$9.61   | 05/04/2010                           |  | M                              |   |  | 10,000 | 12/02/2003   | 12/02/2013                | Class A Common Stock  | 10,000                     | \$0  | 0  | D   |  |

**Explanation of Responses:**

1. 1 for 1
2. 1 for 1
3. 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.
4. 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.
5. 1 for 1
6. 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.
7. 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.

Kenneth A Olson under POA  
for J. Gaul      05/04/2010

\*\* 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.

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