

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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* <b>GOEHRING RALPH J</b> _____ (Last) (First) (Middle) <b>C/O BERRY PETROLEUM COMPANY 5201 TRUXTUN</b> _____ (Street) <b>BAKERSFIELD CA 93309</b> _____ (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <b>BERRY PETROLEUM CO [ BRY ]</b>			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) <b>Executive VP</b>		
			3. Date of Earliest Transaction (Month/Day/Year) <b>12/15/2008</b>					
			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 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							4,902	I	Held in 401(k) Plan	
Class A Common Stock	12/15/2008		M <sup>(1)</sup>		2,500	A	\$8.74	70,286	D	
Class A Common Stock	12/15/2008		M <sup>(2)</sup>		2,500	A	\$8.74	72,786	D	
Class A Common Stock	12/15/2008		F <sup>(11)</sup>		2,288	D	\$8.74	70,498	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						Title
Nonstatutory Stock Option 11-23-04	\$21.58							11/23/2005	11/23/2014	Class A Common Stock	17,500	17,500	D		
Nonstatutory Stock Option 12-15-05	\$30.645							12/15/2006	12/15/2015	Class A Common Stock	20,000	20,000	D		
Nonstatutory Stock Option 12-15-06	\$32.565							12/15/2007	12/14/2016	Class A Common Stock	40,000	40,000	D		
2005 Restricted Stock Units <sup>(3)</sup>	\$0 <sup>(4)</sup>	12/15/2008		M		2,500		12/15/2006 <sup>(5)</sup>	12/14/2015 <sup>(6)</sup>	Class A Common Stock	5,000	\$8.74	2,500	D	
2006 Restricted Stock Units <sup>(7)</sup>	\$0 <sup>(8)</sup>	12/15/2008		M		2,500		12/15/2007 <sup>(9)</sup>	12/14/2016 <sup>(10)</sup>	Class A Common Stock	7,500	\$8.74	5,000	D	

**Explanation of Responses:**

- Vested shares issued pursuant to Rule 16b-3 plan.
- Vested shares issued pursuant to Rule 16b-3 plan.
- 1 for 1
- Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock
- 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.
- 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.
- 1 for 1
- Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock
- The restricted stock units vests in four equal annual installments beginning December 15, 2007. Shares of Class A Common Stock will be delivered to the reporting person at the time of vesting.
- The restricted stock units vests in four equal annual installments beginning December 15, 2007. Shares of Class A Common Stock will be delivered to the reporting person at the time of vesting.
- Shares withheld incident to vesting of RSUs for the payment of tax liability issued in accordance with Rule 16b-3.

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.**