

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G  
Under the Securities Exchange Act of 1934  
Amendment No. 2

Berry Petroleum Company

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(Name of Issuer)

Class A Common Stock, \$0.01 par value

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(Title of Class of Securities)

085789105

-----  
(CUSIP Number)

December 31, 2001

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(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

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CUSIP No. 085789105

13G

- 1. Name of Reporting Person  
I.R.S. Identification No. of above Person

Goldman Sachs Asset Management, a separate operating unit of  
Goldman, Sachs & Co.

- 2. Check the Appropriate Box if a Member of a Group

(a)   
(b)

- 3. SEC Use Only

- 4. Citizenship or Place of Organization

New York

- 5. Sole Voting Power

Number of 739,700  
Shares -----  
Beneficially 6. Shared Voting Power  
Owned by 0  
Each -----  
Reporting 7. Sole Dispositive Power  
Person 739,700  
With: -----  
8. Shared Dispositive Power  
0

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9. Aggregate Amount Beneficially Owned by Each Reporting Person  
739,700

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10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares  
[ ]

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11. Percent of Class Represented by Amount in Row (9)  
3.5%

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12. Type of Reporting Person  
IA  
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- Item 4.                   Ownership.\*
- (a).           Amount beneficially owned:  
See the response(s) to Item 9 on the attached cover page(s).
  - (b).           Percent of Class:  
See the response(s) to Item 11 on the attached cover page(s).
  - (c).           Number of shares as to which such person has:
    - (i).           Sole power to vote or to direct the vote: See the response(s) to Item 5 on the attached cover page(s).
    - (ii).          Shared power to vote or to direct the vote: See the response(s) to Item 6 on the attached cover page(s).
    - (iii).         Sole power to dispose or to direct the disposition of: See the response(s) to Item 7 on the attached cover page(s).
    - (iv).         Shared power to dispose or to direct the disposition of: See the response(s) to Item 8 on the attached cover page(s).

Item 5.                   Ownership of Five Percent or Less of a Class.\*  
If this statement is being filed to report the fact that as of the date hereof the reporting persons have ceased to be the beneficial owners of more than five percent of the class of securities, check the following [X].

Item 10.                  Certification.  
By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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\* In accordance with Securities and Exchange Commission ("SEC") Release No. 34-39538 (January 12, 1998), this filing reflects the securities beneficially owned by the asset management unit of Goldman, Sachs & Co. (the "Asset Management Unit"). This filing does not reflect securities, if any, beneficially owned by any other operating unit of Goldman, Sachs & Co. The Asset Management Unit disclaims beneficial ownership of the securities beneficially owned by (i) any client accounts with respect to which it or its employees have voting or investment discretion, or both, and (ii) certain investment entities, of which its affiliate is the general partner, managing general partner or other manager, to the extent interests in such entities are held by persons other than the Asset Management Unit.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 14, 2002

GOLDMAN, SACHS & CO. on behalf of  
Goldman Sachs Asset Management

By: /s/ Roger S. Begelman

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Name: Roger S. Begelman  
Title: Attorney-in-fact

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