

**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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>BUSCH RALPH B III</u>  (Last) (First) (Middle) <u>C/O BERRY PETROLEUM COMPANY</u> <u>5201 TRUXTUN AVE., SUITE 300</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) <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/02/2004</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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								76,324	D	
Class A Common Stock	02/02/2004		S		12,000	D	\$19.0497	78,000	I	(1) As Co-Trustee of a Charitable Remainder Trust
Class A Common Stock	02/03/2004		S		17,500	D	\$19.0253	60,500	I	(1) As Co-Trustee of a Charitable Remainder Trust
Class A Common Stock	02/02/2004		S		1,200	D	\$19.0497	69,433	I	(2) As Co-Trustee of shares held in a trust at Union Bank of California
Class A Common Stock	02/03/2004		S		1,750	D	\$19.0253	67,683	I	(2) As Co-Trustee of shares held in a trust at Union Bank of California

**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)					
Phantom Stock Units	\$0 <sup>(1)</sup>						08/08/1988 <sup>(2)</sup>	08/08/1988 <sup>(3)</sup>	Class A Common Stock	4,447	4,447	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	Amount or Number of Shares				
Non-Statutory Stock Option (NSO) <sup>(4)</sup>	\$13.75							12/02/1996	12/02/2006	Class A Common Stock	3,000		3,000	D	
Non-Statutory Stock Option (NSO) <sup>(4)</sup>	\$18.94							05/15/1998	12/02/2007	Class A Common Stock	5,000		5,000	D	
Non-Statutory Stock Option (NSO) <sup>(4)</sup>	\$14.0625							12/02/1999	12/02/2009	Class A Common Stock	5,000		5,000	D	
Non-Statutory Stock Option (NSO) <sup>(4)</sup>	\$15.69							12/02/2000	12/02/2010	Class A Common Stock	5,000		5,000	D	
Non-Statutory Stock Option (NSO) <sup>(4)</sup>	\$15.45							12/02/2001	12/02/2011	Class A Common Stock	5,000		5,000	D	
Non-Statutory Stock Option (NSO) <sup>(4)</sup>	\$16.14							12/02/2002	12/02/2012	Class A Common Stock	5,000		5,000	D	
Non-Statutory Stock Option (NSO) <sup>(4)</sup>	\$19.22							12/02/2003	12/02/2013	Class A Common Stock	5,000		5,000	D	

**Explanation of Responses:**

1. 1 for 1
2. Phantom Stock Units acquired under the Company's Non-Employee Director Deferred Stock and Compensation Plan in a transaction exempt under Rule 16b-3(c). Shares are exercisable under the terms of the Plan upon resignation from the Board.
3. Phantom Stock Units acquired under the Company's Non-Employee Director Deferred Stock and Compensation Plan in a transaction exempt under Rule 16b-3(c). Shares expire under the terms of the Plan upon resignation from the Board.
4. NSO - Right to buy Berry Petroleum Company Class A Common Stock

**Remarks:**

Kenneth A. Olson under POA      02/04/2004  
for Ralph B. Busch III.

\*\* 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.

**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.**