

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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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* <u>Wilson Steven</u> (Last) (First) (Middle) 5201 TRUXTUN AVE., SUITE 300 (Street) BAKERSFIELD CA 93309 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 03/13/2009	3. Issuer Name and Ticker or Trading Symbol <u>BERRY PETROLEUM CO [BRY]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ <p style="text-align: center;"><u>Treasurer</u></p>	5. If Amendment, Date of Original Filed (Month/Day/Year) 01/08/2007
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 Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class A Common Stock	256	D	
Class A Common Stock	261	I	Held in the Participant's 401k Account

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Nonstatutory Stock Option 11-23-04	11/23/2005	11/23/2014	Class A Common Stock	10,000	21.58	D	
Nonstatutory Stock Option 12-15-05	12/15/2006	12/15/2015	Class A Common Stock	4,000	30.645	D	
Nonstatutory Stock Option 12-15-06	12/15/2007	12/14/2016	Class A Common Stock	4,000	32.565	D	
2005 Restricted Stock Units ⁽¹⁾	12/15/2006 ⁽³⁾	12/14/2015 ⁽⁴⁾	Class A Common Stock	1,200	0 ⁽²⁾	D	
2006 Restricted Stock Units ⁽⁵⁾	12/15/2007 ⁽⁷⁾	12/14/2016 ⁽⁸⁾	Class A Common Stock	2,000	0 ⁽⁶⁾	D	
Restricted Stock Unit 4-20-06 ⁽⁹⁾	04/20/2009 ⁽¹¹⁾	04/19/2016 ⁽¹²⁾	Class A Common Stock	2,400	0 ⁽¹⁰⁾	D	
NSO 10-16-03 \$9.315	10/16/2004	10/16/2013	Class A Common Stock	5,000	9.315	D	

Explanation of Responses:

- 1 for 1
- 1 for 1
- 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
- 1 for 1
- 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.
- 1 for 1
- 1 for 1
- Restricted Stock Units vest 100% three years from date of grant on 4/20/2009.
- Restricted Stock Units vest 100% three years from date of grant. Shares of Class A Common Stock will be delivered to the reporting person at the time of vesting.

Remarks:

This amended Form 3 is being filed to correct the reporting to add 256 shares to initial holdings of Berry Petroleum Company Class A Common Stock.

Kenneth A. Olson under POA 03/13/2009
for Steve B. Wilson

** 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 5 (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.