

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

---

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) January 20, 2005

Berry Petroleum Company  
(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation)	1-9735 (Commission File Number)	77-0079387 IRS Employer Identification No.
--	---------------------------------------	--

5201 Truxtun Avenue, Suite 300 Bakersfield, CA 93309  
(Address of principal executive offices)

Registrant's telephone number, including area code (661) 616-3900

N/A  
(Former name or former address, if changed since last report)

1

Item 1.01. Entry into a Material Definitive Agreement.

On January 20, 2004, Berry Petroleum Company (Berry) entered into an agreement to purchase a 50% working interest in 345,000 prospective acres from Bill Barrett Corporation (NYSE:BBG). Berry and Bill Barrett Corporation will jointly explore and develop shallow Niobrara gas assets on the acreage, which is located in eastern Colorado, western Kansas and southwestern Nebraska (the Tri-State acreage). Berry will pay approximately \$5 million for its 50% working interest in the acreage. The news release dated January 25, 2005 is attached hereto as Exhibit 99.

Item 7.01. Regulation FD

(c) Exhibits

The following Exhibits are hereby furnished as part of this Current Report on Form 8-K:

Exhibit 99 - News Release dated January 25, 2005 regarding the Registrant's signing of an agreement to purchase and develop 345,000 acres of Niobrara assets.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

BERRY PETROLEUM COMPANY

By /s/ Kenneth A. Olson  
Name: Kenneth A. Olson  
Title: Corporate Secretary

January 25, 2005



Berry Petroleum Company Phone (661) 616-3900  
5201 Truxtun Avenue, Suite 300 E-mail: ir@bry.com  
Bakersfield, California 93309-0640 Internet: www.bry.com

Contacts: Robert F. Heinemann, President and CEO  
Ralph J. Goehring, Executive Vice President and CFO

BERRY PETROLEUM SIGNS AGREEMENT TO PURCHASE AND  
DEVELOP 345,000 ACRES OF NIOBRARA ASSETS

Bakersfield, CA - January 25, 2005 - Berry Petroleum Company (NYSE:BRY) has entered into an agreement to purchase a 50% working interest in 345,000 prospective acres from Bill Barrett Corporation (NYSE:BBG). Berry and Bill Barrett Corporation will jointly explore and develop shallow Niobrara gas assets on the acreage, which is located in eastern Colorado, western Kansas and southwestern Nebraska (the Tri-State acreage). Berry will pay approximately \$5 million for its 50% working interest in the acreage. Drilling of the initial obligatory two test wells is scheduled to begin in the first quarter of 2005.

Robert F. Heinemann, president and CEO of Berry Petroleum, said, "This acreage is located immediately east of our pending acquisition of gas assets from J-W Operating Company. It provides us with a larger footprint in what will be Berry's newest core producing asset, the Niobrara gas field. The upside potential on the Tri-State acreage complements the producing assets in Yuma County, both technically and operationally, and strengthens the probability of achieving our goal of adding significant natural gas production and reserves to Berry's asset portfolio. We are delighted to be partnering again with Bill Barrett Corporation, given their proven track record of discovering and developing natural gas in this region".

A plan is under development to evaluate the total acreage, with Bill Barrett Corporation initially conducting and operating the seismic programs and, ultimately, drilling the first test wells. Berry will operate the wells once production is established. Mr. Heinemann added, "After closing, we anticipate capital expenditures on this project in 2005 to be in the range of \$2 to \$5 million. Closing is expected within 10 days."

Berry Petroleum Company is a publicly traded independent oil and gas production and exploitation company with headquarters in Bakersfield, California.

"Safe harbor under the Private Securities Litigation Reform Act of 1995:" With the exception of historical information, the matters discussed in this news release are forward-looking statements that involve risks and uncertainties. Although the Company believes that its expectations are based on reasonable assumptions, it can give no assurance that its goals will be achieved. Important factors that could cause actual results to differ materially from those in the forward-looking statements herein include, but are not limited to, the timing and extent of changes in commodity prices for oil, gas and electricity, drilling, development and operating risks, a limited marketplace for electricity sales within California, counterparty risk, acquisition risks, competition, environmental risks, litigation uncertainties, the availability of drilling rigs and other support services, legislative and/or judicial decisions and other government or Tribal regulations.

# # #