FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

l	OMB APPRO	VAL				
	OMB Number:	3235-0287				
l	Estimated average burd	en				
l	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 7									
		2. Issuer Name and Ticker or Trading Symbol BERRY PETROLEUM CO [BRY]												g Person(s) to Issuer 10% Owner				
(Last) (First) (Middle) C/O BERRY PETROLEUM COMPANY 5201 TRUXTUN AVE. SUITE 300						3. Date of Earliest Transaction (Month/Day/Year) 11/17/2004									Officer (give title below)		Other (specify below)	
(Street) BAKERSFIELD CA 93309 (City) (State) (Zip)					4. If Amendment, Date of Original Filed (Month/Day/Year)									vidual or Joint/Group Filing (Check Applicable Form filed by One Reporting Person Form filed by More than One Reporting Person				
	Tabl	e I - No	n-Deriva	ative S	ecu	ırities Acc	quired,	Dis	posed o	f, o	r Bene	fic	ially	Owne	ed			
Date						ecution Date, ny	3. Transaction Code (Instr. 8)						4 and Secu Bene Own		ties cially d Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)
						Code	v	Amount		(A) or (D)	Pri	rice Tra		Transaction(s)			(111301.4)	
Class A Common Stock 11/17							w		330,000(1)		D	\$	0(1)	0		I		As Co- Trustee of William E. Bush Trust
Common Sto	ock	2004			W		82,500 ⁽¹⁾ A		\$	0(1)	233,353		D					
	Та													vned				
ty or Exercise (Month/Day/Year) if any		n Date, 1	Transaction Code (Instr. 8)		of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	Expiratio (Month/D	on Date	e ar)	Amount of Securities Underlying Derivative Security (I and 4)		ount	Deri Secu (Inst	ivative urity	derivative Securities Beneficially Owned Following Reported	Owner Form Direct or Inc (I) (In	n: ct (D) direct	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
	(Fig. RRY PETRO UXTUN AVER SFIELD CARY (St. Common Storage Common Storage Conversion or Exercise Price of Derivative	Common Stock 2. Conversion or Exercise Price of Derivative (Month/Day/Year)	(First) (Middle) RRY PETROLEUM COMPANY UXTUN AVE., SUITE 300 SFIELD CA 93309 (State) (Zip) Table I - No Security (Instr. 3) Common Stock Table II - I	(First) (Middle) RRY PETROLEUM COMPANY UXTUN AVE., SUITE 300 SFIELD CA 93309 (State) (Zip) Table I - Non-Deriva Security (Instr. 3) Common Stock 11/17/2 Table II - Derivative (e.g., pu 2. Transaction Date (Month/Day/Year) Security (Month/Day/Year) A. Deemed Execution Date, if any (Month/Day/Year) Security (Month/Day/Year)	WILLIAM E JR (First) (Middle) RRY PETROLEUM COMPANY UXTUN AVE., SUITE 300 Table I - Non-Derivative Security (Instr. 3) Common Stock Table II - Derivative Security (Instr. 3) Table II - Derivative Security (e.g., puts, call fany (Month/Day/Year) Table II - Derivative Security (Month/Day/Year) A. It All fany (Month/Day/Year) Table II - Derivative Security (e.g., puts, call fany (Month/Day/Year) (Month/Day/Year) Table II - Derivative Security (Month/Day/Year)	WILLIAM E JR (First) (Middle) RRY PETROLEUM COMPANY UXTUN AVE., SUITE 300 SFIELD CA 93309 (State) (Zip) Table I - Non-Derivative Security (Instr. 3) 2. Transaction Date (Month/Day/Year) Common Stock Table II - Derivative Security (e.g., puts, calls, volume of the composition of Exercise Price of Derivative Security Security 2. (Month/Day/Year) A. Deemed Transaction Code (Instr. 8) 3. Date of Entire Intervence of Security (Instr. 3) 3. Date of Entire Intervence of	WILLIAM E JR (First) (Middle) RRY PETROLEUM COMPANY UXTUN AVE., SUITE 300 (State) (Zip) Table I - Non-Derivative Securities Acc (Month/Day/Year) Security (Instr. 3) 2. Transaction Date (Month/Day/Year) Common Stock 11/17/2004 Table II - Derivative Securities Acques., puts, calls, warrants, and or Execution Date, if any (Month/Day/Year) 2. Table II - Derivative Securities Acques., puts, calls, warrants, and or Execution Date, if any (Month/Day/Year) 2. Conversion or Exercise Price of Derivative Securities Acques., puts, calls, warrants, and so of Execution Date, if any (Month/Day/Year) 2. Conversion or Exercise Price of Derivative Securities Acques. 3. Transaction Date (Month/Day/Year) 3. Date of Earliest Trans 11/17/2004 4. If Amendment, Date of Execution Date, if any (Month/Day/Year) 2. Transaction Date (e.g., puts, calls, warrants, or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	WILLIAM E JR (First) (Middle) RRY PETROLEUM COMPANY UXTUN AVE., SUITE 300 Table I - Non-Derivative Securities Acquired, Osecurity (Instr. 3) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) Table II - Derivative Securities Acquired, D (e.g., puts, calls, warrants, option Table II - Derivative Securities Acquired, D (e.g., puts, calls, warrants, option 3. Transaction Date (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 2. Transaction (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (G.g., puts, calls, warrants, option 3. Transaction (Month/Day/Year) (Month/Day/Year) Date (Instr. 3, 4 and 5) Date	BERRY PETROLEUM COMPANY	BERRY PETROLEUM CO BRY	(First) (Middle) RRY PETROLEUM COMPANY UXTUN AVE., SUITE 300 Table I - Non-Derivative Securities Acquired, Disposed of, or Education Date (Month/Day/Year) Security (Instr. 3) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 24. Deemed Execution Date, (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) Common Stock 11/17/2004 Table II - Derivative Securities Acquired, Disposed of (Date (Month/Day/Year)) Code V Amount Table II - Derivative Securities Acquired, Disposed of, or Education Date, (Month/Day/Year) Common Stock 11/17/2004 W 330,000(1) Table II - Derivative Securities Acquired, Disposed of, or Education Date (e.g., puts, calls, warrans, options, convertible security (Month/Day/Year) Conversion Date (Month/Day/Year) Conversion Date (Month/Day/Year)	(First) (Middle) (RRY PETROLEUM COMPANY UXTUN AVE., SUITE 300 Table I - Non-Derivative Securities Acquired, Disposed of, or Benefic (Month/Day/Year) Security (Instr. 3) Z. Transaction Date (Month/Day/Year) (Month/Day/Year) Z. Transaction Execution Date, (Month/Day/Year) Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3) Date Of Earliest Transaction (Month/Day/Year) 4. If Amendment, Date of Original Filed (Month/Day/Year) Z. Transaction Date (Month/Day/Year) (Month/Day/Year) Table II - Derivative Securities Acquired, Disposed of, or Benefic (e.g., puts, calls, warrants, options, convertible Securities Acquired (A) or Derivative Securities Acquired (A) or Derivative Security (Month/Day/Year) Z. Transaction Date (e.g., puts, calls, warrants, options, convertible Securities Acquired (A) or Derivative Security (Month/Day/Year) Z. 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Explanation of Responses:

1. The 330,000 shares were distributed out of a Trust, that Mr. Bush was Co-Trustee of, to the beneficiaries per an order approved by the court. Mr. Bush received one-fourth of the shares, direct to his account, from the distribution of the shares from the Trust.

Remarks:

Kenneth A. Olson under POA for William E. Bush 11/17/2004

** 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.