

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>Kelso Bruce S</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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Vice President</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/15/2005</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								0	D	
Class A Common Stock	12/15/2005 ⁽¹⁾		J	V	20 ⁽¹⁾	A	\$0 ⁽¹⁾	241 ⁽¹⁾	I	Held in 401(k) Plan

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				
Nonstatutory Stock Option (Right to Buy) NSO	\$17.9							08/23/2004	08/23/2013	Class A Common Stock	5,000		5,000	D	
Nonstatutory Stock Option (Right to Buy) NSO	\$19.94							12/05/2004	12/05/2013	Class A Common Stock	1,500		1,500	D	
Nonstatutory Stock Option (Right to Buy) NSO	\$43.16							11/23/2005	11/23/2014	Class A Common Stock	15,000		15,000	D	
Nonstatutory Stock Option (Right to Buy) NSO	\$61.29	12/15/2005		A ⁽²⁾		10,000		12/15/2006	12/15/2015	Class A Common Stock	10,000	\$0 ⁽²⁾	10,000	D	
Restricted Stock Units (RSU) ⁽³⁾	(3)	12/15/2005		A ⁽⁴⁾		2,500		(5)	(5)	Class A Common Stock	2,500	\$0 ⁽⁴⁾	2,500	D	

Explanation of Responses:

- Between October 3, 2005 and December 15, 2005, the reporting person acquired 20 shares of Berry Petroleum Company common stock in the Company's 401(k) plan. All transactions were at market value and were non-discretionary.
- Grant of Nonstatutory Stock Option under the Company's 2005 Equity Incentive Plan in a transaction exempt under Rule 16b-3(c). Shares vest at 25% annually from date of grant.
- Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock.
- Grant of Restricted Stock Unit (RSU) under the Company's 2005 Equity Incentive Plan in a transaction exempt under Rule 16b-3(c). RSUs vest at 25% annually from date of grant.
- The restricted stock units vest 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.

Remarks:

Kenneth A. Olson under Power of Attorney on file 12/16/2005

** Signature of Reporting Person Date

* 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.

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