FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

3235-0287

OMB Number: Estimated average burden 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. Name and Address of Reporting Person* BUSCH RALPH B III					2. Issuer Name and Ticker or Trading Symbol BERRY PETROLEUM CO [BRY] 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner														
(Last) (First) (Middle) C/O BERRY PETROLEUM COMPANY 5201 TRUXTUN						3. Date of Earliest Transaction (Month/Day/Year) 09/28/2007 Officer (give title below) Other (specify below)											ecify		
(Street) BAKERSFIELD CA 93309						4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person													
(City)																			
1. Title of Se	ourity (Instr		e I - No	n-Deriv		_	uritie Deeme		quired	, Dis		of, or Ber		5. Amount		6. Own	orchin	7 No.	ture of
1. The of Se	curry (mair.	3)		Date (Month/Da		Exe	cution y		Transa Code (I 8)	Instr.	Disposed (5)	Of (D) (Instr.	3, 4 and	Securities Beneficial Owned Fo Reported	ly llowing	Form: I (D) or I (I) (Inst	Direct ndirect	Indire Bene	ect ficial ership
Cl. A.C.	C:	1				╄				Code V Amount		(A) or (D) Price		Transaction(s) (Instr. 3 and 4)					
Class A Co	ommon Stoo	CK ————————————————————————————————————				-								144,0	J/8 	1)	As (
Class A Co	ommon Stoo	ck												90,0	00	:	I	Trus	itee of ritable
Class A Common Stock														127,2	127,265		I Tr		k Trust
Class A Common Stock													7,50	7,500				Busch Family Foundation	
		Ta	able II -								osed of, convertil			ly Owned					
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deel Execution if any (Month/I	med	4. Transa Code (8)	action	5. Nu of Deriv Secu Acqu (A) o Disp of (D	umber vative urities uired or osed) r. 3, 4	_	Exerci	isable and te	7. Title and of Securiti Underlying Derivative (Instr. 3 ar	d Amou ies g Securit	8. Price of Derivative Security	9. Num derivat Securit Benefic Owned Follow Report Transa (Instr. 4	tive ties cially I ing ed ction(s)	10. Owners Form: Direct (I or Indire (I) (Instr	(D) Beneficial Ownership rect (Instr. 4)	
					Code	v	(A)	(D)	Date Exercisa	able	Expiration Date	Title	Amour or Number of Shares	er					
Nonstatutory Stock Options	\$7.8438								12/02/20	000	12/02/2010	Class A Common Stock	10,00	00	10,	,000	D		
Nonstatutory Stock Options	\$7.725								12/02/20	001	12/02/2011	Class A Common Stock	10,00	00	10,	,000	D		
Nonstatutory Stock Options	\$8.07								12/02/20	002	12/02/2012	Class A Common Stock	10,00	00	10,	,000	D		
Nonstatutory Stock Options	\$9.61								12/02/2	003	12/02/2013	Class A Common Stock	10,00	00	10,	,000	D		
Nonstatutory Stock Options	\$21.77								12/02/20	004	12/02/2014	Class A Common Stock	10,00	00	10,	,000	D		
Nonstatutory Stock Option	\$30.645								12/15/20	005	12/15/2015	Class A Common Stock	10,00	0	10,	,000	D		
Nonstatutory Stock Option	\$32.565								12/15/20	006	12/14/2016	Class A Common Stock	10,00	00	10,	,000	D	Ī	

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)	Transaction of Code (Instr. 8) Si Ai (Ai China C		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				
Phantom Stock Units	\$0 ⁽¹⁾	09/28/2007		A		325		08/08/1988	08/08/1988	Class A Common Stock	325	\$39.59	14,698	D	

Explanation of Responses:

1. Phantom Stock Units acquired under the Company's Non-Employee Director Deferred Compensation Plan in a transaction exempt under Rule 16b-3(c). Shares of Common Stock are issued under terms of the Plan upon resignation from the board of directors.

Kenneth A Olson under POA for Ralph Busch 10/01/2007

** 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.