

**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                                 |           |
|--|-----------|
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|   |  |   |
|---|--|---|
| 1. Name and Address of Reporting Person*<br><b>BUSCH RALPH B III</b><br><br>(Last) (First) (Middle)<br><b>C/O BERRY PETROLEUM COMPANY 5201 TRUXTUN</b><br><br>(Street)<br><b>BAKERSFIELD CA 93309</b><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><b>BERRY PETROLEUM CO [ BRY ]</b> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br>Officer (give title below) Other (specify below) |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>09/28/2007</b>            |   |
|   | 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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|-------|---|--|--|
|                                 |                                      |  | Code                           | V | Amount  | (A) or (D) | Price |   |  |  |
| Class A Common Stock            |                                      |  |                                |   |   |            |       | 144,078   | D  |  |
| Class A Common Stock            |                                      |  |                                |   |   |            |       | 90,000  | I  | As Co-Trustee of Charitable Trust            |
| Class A Common Stock            |                                      |  |                                |   |   |            |       | 127,265   | I  | As Co-Trustee of Union Bank Trust Shares     |
| Class A Common Stock            |                                      |  |                                |   |   |            |       | 7,500   | I  | Busch Family Foundation                      |

**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 |   |  |  |   |  |
| Nonstatutory Stock Options                 | \$7.8438   |                                      |  |                                |   |  |     | 12/02/2000   | 12/02/2010      | Class A Common Stock  | 10,000                                     | 10,000   | D   |  |
| Nonstatutory Stock Options                 | \$7.725  |                                      |  |                                |   |  |     | 12/02/2001   | 12/02/2011      | Class A Common Stock  | 10,000                                     | 10,000   | D   |  |
| Nonstatutory Stock Options                 | \$8.07   |                                      |  |                                |   |  |     | 12/02/2002   | 12/02/2012      | Class A Common Stock  | 10,000                                     | 10,000   | D   |  |
| Nonstatutory Stock Options                 | \$9.61   |                                      |  |                                |   |  |     | 12/02/2003   | 12/02/2013      | Class A Common Stock  | 10,000                                     | 10,000   | D   |  |
| Nonstatutory Stock Options                 | \$21.77  |                                      |  |                                |   |  |     | 12/02/2004   | 12/02/2014      | Class A Common Stock  | 10,000                                     | 10,000   | D   |  |
| Nonstatutory Stock Option                  | \$30.645   |                                      |  |                                |   |  |     | 12/15/2005   | 12/15/2015      | Class A Common Stock  | 10,000                                     | 10,000   | D   |  |
| Nonstatutory Stock Option                  | \$32.565   |                                      |  |                                |   |  |     | 12/15/2006   | 12/14/2016      | Class A Common Stock  | 10,000                                     | 10,000   | D   |  |

**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 |  |  |   |  |
| Phantom Stock Units                        | \$0 <sup>(1)</sup>                                     | 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.

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