

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
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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* <u>Wilson Steven</u>  (Last) (First) (Middle) 5201 TRUXTUN AVE., SUITE 300  (Street) BAKERSFIELD CA 93309  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 03/09/2007	3. Issuer Name and Ticker or Trading Symbol <u>BERRY PETROLEUM CO [ BRY ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ <p style="text-align: center;"><b>Controller</b></p>	5. If Amendment, Date of Original Filed (Month/Day/Year) 01/08/2007
6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person _____			

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class A Common Stock	0	D	
Class A Common Stock	261	I	Held in the Participant's 401k Account

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Nonstatutory Stock Option	11/23/2005 <sup>(1)</sup>	11/23/2014	Class A Common Stock	10,000	21.58	D	
Nonstatutory Stock Option	12/15/2006 <sup>(2)</sup>	12/15/2015	Class A Common Stock	4,000	30.645	D	
Nonstatutory Stock Option	12/15/2007 <sup>(3)</sup>	12/14/2016	Class A Common Stock	4,000	32.565	D	
Restricted Stock Units	(5)	(6)	Class A Common Stock	1,200	0 <sup>(4)</sup>	D	
Restricted Stock Units	(8)	(9)	Class A Common Stock	2,000	0 <sup>(7)</sup>	D	
Restricted Stock Unit	(11)	(12)	Class A Common Stock	2,400	0 <sup>(10)</sup>	D	
NSO 10-16-03 \$9.315	10/16/2004 <sup>(13)</sup>	10/16/2013	Class A Common Stock	5,000	9.315	D	

**Explanation of Responses:**

1. NSO vest 25% per year beginning one year after date of grant.
2. NSO vest 25% per year beginning one year after date of grant.
3. NSO vest 25% per year beginning one year after date of grant.
4. 1 for 1
5. The restricted stock units vests 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.
6. The restricted stock units vests 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.
7. 1 for 1
8. The restricted stock units vests in four equal annual installments beginning December 15, 2007. Shares of Class A Common Stock will be delivered to the reporting person at the time of vesting.
9. The restricted stock units vests in four equal annual installments beginning December 15, 2007. Shares of Class A Common Stock will be delivered to the reporting person at the time of vesting.
10. 1 for 1
11. Restricted Stock Units vest 100% three years from date of grant on 4/20/2009.
12. Restricted Stock Units vest 100% three years from date of grant. Shares of Class A Common Stock will be delivered to the reporting person at the time of vesting.
13. NSO vest 25% per year beginning one year after date of grant.

**Remarks:**

Form 3 is being amended to report the correct number of Restricted Stock Units held from the 12-15-2006 grant. Footnotes 5, 6 and 7 above. The original total reported was 4,000, the correct amount was 2,000.

Kenneth A. Olson under POA    03/09/2007  
for Steve B. Wilson

\*\* 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 5 (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.