

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

| OMB APPROVAL             |           |
|--------------------------|-----------|
| OMB Number:              | 3235-0287 |
| 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*<br><u>Anderson Daniel G</u><br><br>(Last) (First) (Middle)<br><u>C/O BERRY PETROLEUM COMPANY 5201 TRUXTUN</u><br><br>(Street)<br><u>BAKERSFIELD CA 93309</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>BERRY PETROLEUM CO [ BRY ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>VP of Rocky Mtn. and Mid Conti</u> |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>12/15/2008</u>            |  |
|   | 4. If Amendment, Date of Original Filed (Month/Day/Year)                         | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person                     |

**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            |                                      |  |                                |   |   |            |        | 650 <sup>(1)</sup>  | I  | Held in 401(k) Plan                                   |
| Class A Common Stock            | 12/15/2008                           |  | M <sup>(7)</sup>               |   | 1,250   | A          | \$8.74 | 4,178   | D  |   |
| Class A Common Stock            | 12/15/2008                           |  | M <sup>(8)</sup>               |   | 1,750   | A          | \$8.74 | 5,928   | D  |   |
| Class A Common Stock            | 12/15/2008                           |  | F <sup>(17)</sup>              |   | 933   | D          | \$8.74 | 4,995   | 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           |   |  |  |   |  |
| Nonstatutory Stock Option 8-23-03          | \$8.95   |                                      |  |                                |   |  |     | 08/23/2004   | 08/23/2013                | Class A Common Stock  | 10,000                                     | 10,000   | D   |  |
| Nonstatutory Stock Option 12-05-03         | \$9.97   |                                      |  |                                |   |  |     | 12/05/2004   | 12/05/2013                | Class A Common Stock  | 3,000                                      | 3,000  | D   |  |
| Nonstatutory Stock Option 11-23-04         | \$21.58  |                                      |  |                                |   |  |     | 11/23/2005   | 11/23/2014                | Class A Common Stock  | 30,000                                     | 30,000   | D   |  |
| Nonstatutory Stock Option 12-15-05         | \$30.645   |                                      |  |                                |   |  |     | 12/15/2006   | 12/15/2015                | Class A Common Stock  | 20,000                                     | 20,000   | D   |  |
| Nonstatutory Stock Option 3-22-06          | \$34.06  |                                      |  |                                |   |  |     | 03/22/2009 <sup>(2)</sup>                                | 03/22/2016                | Class A Common Stock  | 40,000                                     | 40,000   | D   |  |
| Nonstatutory Stock Option 12-15-06         | \$32.565   |                                      |  |                                |   |  |     | 12/15/2007   | 12/14/2016                | Class A Common Stock  | 20,000                                     | 20,000   | D   |  |
| NSO 2007                                   | \$43.61  |                                      |  |                                |   |  |     | 12/14/2008   | 12/13/2017                | Class A Common Stock  | 14,279                                     | 14,279   | D   |  |
| 2008 Restricted Stock Units <sup>(3)</sup> | \$0 <sup>(4)</sup>                                     |                                      |  |                                |   |  |     | 12/12/2009 <sup>(5)</sup>                                | 12/11/2018 <sup>(6)</sup> | Class A Common Stock  | 25,000                                     | 25,000   | 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 |  |  |   |  |
| 2005 Restricted Stock Units <sup>(9)</sup>  | \$0 <sup>(10)</sup>                                    | 12/15/2008                           |  | M                              |   |  | 1,250 | 12/15/2006 <sup>(11)</sup>                               | 12/14/2015 <sup>(12)</sup> | Class A Common Stock  | 2,500                      | \$8.74                                     | 1,250  | D   |  |
| 2006 Restricted Stock Units <sup>(13)</sup> | \$0 <sup>(14)</sup>                                    | 12/15/2008                           |  | M                              |   |  | 1,750 | 12/15/2007 <sup>(15)</sup>                               | 12/14/2016 <sup>(16)</sup> | Class A Common Stock  | 5,250                      | \$8.74                                     | 3,500  | D   |  |

**Explanation of Responses:**

1. All amounts and prices have been adjusted to reflect the Company's 2-for-1 stock split to shareholders of record on May 17, 2006.
2. Non Statutory Stock Options (NSO). NSOs vest 100% 3 years from date of grant.
3. 1 for 1
4. Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock
5. The RSU granted vest 25% per year beginning one year after grant but the receipt of shares are subject to a deferral period which is generally at least four years from grant date as per the deferral election.
6. The RSU is subject to a deferral election. Shares of Class A Common Stock will be delivered to the reporting person as per the terms of the deferral election.
7. Vested shares issued pursuant to Rule 16b-3 plan.
8. Vested shares issued pursuant to Rule 16b-3 plan.
9. 1 for 1
10. Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock
11. 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.
12. 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.
13. 1 for 1
14. Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock
15. 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.
16. 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.
17. Shares withheld incident to vesting of RSUs for the payment of tax liability issued in accordance with Rule 16b-3.

Kenneth A Olson under POA for 01/06/2009  
Daniel Anderson

\*\* 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.**