

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-Q

[X] Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

For the quarterly report ended June 30, 2000

Commission file number 1-9735

BERRY PETROLEUM COMPANY
(Exact name of registrant as specified in its charter)

DELAWARE
(State or other jurisdiction of
incorporation or organization)

77-0079387
(I.R.S. Employer
Identification No.)

28700 Hovey Hills Road, P.O. Box 925, Taft, California
(Address of principal executive offices)

93268-0925
(Zip Code)

Registrant's telephone number, including area code (661) 769-8811

Former Name, Former Address and Former Fiscal Year, if Changed Since Last Report: 28700 Hovey Hills Road, P.O. Bin X, Taft, California 93268

NONE

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

YES (X) NO ()

The number of shares of each of the registrant's classes of capital stock outstanding as of June 30, 2000 was 21,130,291 shares of Class A Common Stock (\$.01 par value) and 898,892 shares of Class B Stock (\$.01 par value). All of the Class B Stock is held by a shareholder who owns in excess of 5% of the outstanding stock of the Registrant.

BERRY PETROLEUM COMPANY
JUNE 30, 2000
INDEX

	Page No.
PART I. Financial Information	
Item 1. Financial Statements	
Condensed Balance Sheets at June 30, 2000 and December 31, 1999	3
Condensed Income Statements for the Three Month Periods Ended June 30, 2000 and 1999	4
Condensed Income Statements for the Six Month Periods Ended June 30, 2000 and 1999	5
Condensed Statements of Cash Flows for the Six Month Periods Ended June 30, 2000 and 1999	6
Notes to Condensed Financial Statements	7
Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations	8
PART II. Other Information	
Item 4. Submission of Matters to a Vote of Security Holders	10

Item 6. Exhibits and Reports on Form 8-K	11
SIGNATURES	11

BERRY PETROLEUM COMPANY
Part I. Financial Information
Item 1. Financial Statements
Condensed Balance Sheets
(In Thousands, Except Share Information)

	June 30, 2000 (Unaudited)	December 31, 1999
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 1,179	\$ 980
Short-term investments available for sale	598	596
Accounts receivable	21,160	15,303
Prepaid expenses and other	2,306	2,080
	<hr/>	<hr/>
Total current assets	25,243	18,959
Oil and gas properties (successful efforts basis), buildings and equipment, net	192,996	186,519
Other assets	1,944	2,171
	<hr/>	<hr/>
	\$ 220,183	\$ 207,649
	=====	=====
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	\$ 13,600	\$ 7,203
Accrued liabilities	2,769	1,999
Federal and state income taxes payable	549	1,322
	<hr/>	<hr/>
Total current liabilities	16,918	10,524
Long-term debt	42,000	52,000
Deferred income taxes	31,568	28,912
Shareholders' equity:		
Preferred stock, \$.01 par value; 2,000,000 shares authorized; no shares outstanding	-	-
Capital stock, \$.01 par value:		
Class A Common Stock, 50,000,000 shares authorized; 21,130,291 shares issued and outstanding at June 30, 2000 (21,112,334 at December 31, 1999)	211	211
Class B Stock, 1,500,000 shares authorized; 898,892 shares issued and outstanding (liquidation preference of \$899)	9	9
Capital in excess of par value	53,624	53,487
Retained earnings	75,853	62,506
	<hr/>	<hr/>
Total shareholders' equity	129,697	116,213
	<hr/>	<hr/>
	\$ 220,183	\$ 207,649

=====
The accompanying notes are an integral part of these financial statements.

3

BERRY PETROLEUM COMPANY
Part I. Financial Information
Item 1. Financial Statements
Condensed Income statements
Three Month Periods Ended June 30, 2000 and 1999
(In Thousands, Except Per Share Data)
(Unaudited)

	2000	1999
Revenues:		
Sales of oil and gas	\$ 26,477	\$ 14,474
Interest and other income, net	110	87
	<u>26,587</u>	<u>14,561</u>
Expenses:		
Operating costs	8,283	5,090
Depreciation, depletion and amortization	3,393	3,046
General and administrative	1,598	1,148
Interest expense	857	1,039
	<u>14,131</u>	<u>10,323</u>
Income before income taxes	12,456	4,238
Provision for income taxes	3,562	991
Net income	<u>\$ 8,894</u>	<u>\$ 3,247</u>
	=====	=====
Basic net income per share	<u>\$.40</u>	<u>\$.15</u>
	=====	=====
Diluted net income per share	<u>\$.40</u>	<u>\$.15</u>
	=====	=====
Cash dividends per share	<u>\$.10</u>	<u>\$.10</u>
	=====	=====
Weighted average number of shares of capital stock outstanding (used to calculate basic net income per share)	22,029	22,009
Effect of dilutive securities:		
Stock options	155	39
Other	11	6
	<u>22,195</u>	<u>22,054</u>
	=====	=====

The accompanying notes are an integral part of these financial statements.

4

BERRY PETROLEUM COMPANY
Part I. Financial Information
Item 1. Financial Statements
Condensed Income Statements
Six Month Periods Ended June 30, 2000 and 1999
(In Thousands, Except Per Share Data)
(Unaudited)

	2000	1999
Revenues:		
Sales of oil and gas	\$ 52,503	\$ 23,699
Interest and other income, net	221	518
	<u>52,724</u>	<u>24,217</u>

Expenses:		
Operating costs	14,988	9,552
Depreciation, depletion and amortization	6,705	5,888
General and administrative	4,308	2,260
Interest expense	1,792	1,966
	<u>27,793</u>	<u>19,666</u>
Income before income taxes	24,931	4,551
Provision for income taxes	7,178	760
	<u>Net income</u>	<u>\$ 3,791</u>
	\$ 17,753	\$ 3,791
	=====	=====
Basic net income per share	\$.81	\$.17
	=====	=====
Diluted net income per share	\$.80	\$.17
	=====	=====
Cash dividends per share	\$.20	\$.20
	=====	=====
Weighted average number of shares of capital stock outstanding (used to calculate basic net income per share)	22,024	22,009
Effect of dilutive securities:		
Stock options	151	14
Other	27	5
	<u>Weighted average number of shares of capital stock used to calculate diluted net income per share</u>	<u>22,028</u>
	22,202	22,028
	=====	=====

The accompanying notes are an integral part of these financial statements.

5
BERRY PETROLEUM COMPANY
Part I. Financial Information
Item 1. Financial Statements
Condensed Statements of Cash Flows
Six Month Periods Ended June 30, 2000 and 1999
(In Thousands)
(Unaudited)

	2000	1999
Cash flows from operating activities:		
Net income	\$ 17,753	\$ 3,791
Depreciation, depletion and amortization	6,705	5,888
Increase (decrease) in deferred income taxes	2,656	(461)
Other, net	(63)	(83)
	<u>Net working capital provided by operating activities</u>	<u>9,135</u>
	27,051	9,135
Increase in accounts receivable, prepaid expenses and other	(6,083)	(5,360)
Increase in current liabilities	6,394	982
	<u>Net cash provided by operating activities</u>	<u>4,757</u>
	27,362	4,757
Cash flows from investing activities:		
Capital expenditures	(9,767)	(4,011)
Property acquisitions	(3,034)	(34,692)
Maturities of short-term investments	-	727
Purchase of short-term investments	-	(611)
Other, net	45	(7)
	<u>Net cash used in investing activities</u>	<u>(38,594)</u>
	(12,756)	(38,594)
Cash flows from financing activities:		
Dividends paid	(4,406)	(4,402)
Payment of long-term debt	(10,000)	-

Proceeds from issuance of long-term debt	-	34,598
Other, net	(1)	(1)
	<hr/>	<hr/>
Net cash (used in) provided by financing activities	(14,407)	30,195
	<hr/>	<hr/>
Net increase (decrease) in cash and cash equivalents	199	(3,642)
Cash and cash equivalents at beginning of year	980	7,058
Cash and cash equivalents at end of period	<u>\$ 1,179</u>	<u>\$ 3,416</u>
	=====	=====

The accompanying notes are an integral part of these financial statements.

6

BERRY PETROLEUM COMPANY
Part I. Financial Information
Item 1. Financial Statements
Notes to Condensed Financial Statements
June 30, 2000
(Unaudited)

1. All adjustments which are, in the opinion of management, necessary for a fair presentation of the Company's financial position at June 30, 2000 and December 31, 1999 and results of operations for the three and six month periods ended June 30, 2000 and 1999 and cash flows for the six month periods ended June 30, 2000 and 1999 have been included. All such adjustments are of a normal recurring nature. The results of operations and cash flows are not necessarily indicative of the results for a full year.

2. The accompanying unaudited financial statements have been prepared on a basis consistent with the accounting principles and policies reflected in the December 31, 1999 financial statements. The December 31, 1999 Form 10-K and the Form 10-Q for the period ended March 31, 2000 should be read in conjunction herewith. The year-end condensed balance sheet was derived from audited financial statements, but does not include all disclosures required by accounting principles generally accepted in the United States.

3. The Company is a party to various legal proceedings arising in the normal course of business, none of which, in management's opinion, should result in judgments which would have a material adverse effect on the Company.

In addition, the Company received a notice in April 2000 from the EPA that the Company may have potential successor liability for waste material disposed at the Casmalia Superfund Site ("Site"), located on a 252-acre parcel in Santa Barbara County, California. Over 10,000 separate parties disposed of waste at the Site while it was operational from 1973 to 1989. The EPA has stated that federal, state and local government agencies along with the numerous private entities that used the Site for waste disposal will be expected to pay for the clean-up costs which could total as much as several hundred million dollars. The EPA is also pursuing the former operator(s) of the Site to pay for remediation.

The total amount of environmental investigation, legal and clean-up costs that the Company may incur with respect to the foregoing is not known at this time. While the potential impact to the quarterly or annual financial results may be material, management does not believe it would materially impact the Company's financial position or liquidity.

BERRY PETROLEUM COMPANY
Part I. Financial Information
Item 2. Management's Discussion and Analysis of
Financial Condition and Results of Operations

Results of Operations

The Company had net income of \$8.9 million, or \$.40 per share (basic), for the three months ended June 30, 2000, up 178% from \$3.2 million, or \$.15 per share, earned in the three months ended June 30, 1999. For the six months ended June 30, 2000, the Company had net income of \$17.8 million, or \$.81 per share (basic), up 368% from \$3.8 million, or \$.17 per share, earned in the first six months of 1999.

	Three Months			Six Months	
	June 30 2000	March 31 2000	June 30 1999	June 30 2000	June 30 1999
Net production - BOE/day	14,494	14,297	13,982	14,396	13,383
Per BOE Data:					
Average sales price	\$20.19	\$19.99	\$11.37	\$20.09	\$ 9.64
Operating costs	5.80	4.70	3.55	5.26	3.39
Production taxes	.48	.45	.45	.46	.55
	-----	-----	-----	-----	-----
Total operating costs	6.28	5.15	4.00	5.72	3.94
Depletion & depreciation (DD&A)	2.57	2.48	2.39	2.56	2.43
General & administrative (G&A) expenses	1.21	2.08	.90	1.64	.93
Interest expense	.65	.72	.82	.69	.81

Operating income was \$14.9 million for the second quarter of 2000, down 7% from \$16.1 million in the first quarter of 2000, but up 133% from \$6.4 million earned in the second quarter of 1999. For the first six months of 2000, operating income climbed 269% to \$31.0 million from \$8.4 million generated in the first half of 1999.

These increases in operating income from the 1999 periods were a direct result of an improvement in oil prices and increased production volumes. The average price received of \$20.19 and \$20.09 for the three and six months ended June 30, 2000 were up 78% and 108%, respectively, from \$11.37 and \$9.64 received in the comparable 1999 periods. The production levels also benefited from the Company's acquisition of its Placerita properties in the first quarter of 1999 and its 1999 and 2000 drilling and workover programs. Production averaged 14,494 barrels of oil equivalent per day (BOEPD) in the second quarter of 2000 compared to 14,297 and 13,982 BOEPD in the first quarter of 2000 and second quarter of 1999, respectively. Production in the first six months of 2000 of 14,396 BOEPD was up from 13,383 BOEPD in the same 1999 six month period. The Company has drilled 51 new wells to date of a total of 87 budgeted to be drilled by the end of 2000 with 28 of these wells producing as of June 30, 2000. Production levels have increased to approximately 15,276 BOEPD as of July 31, 2000 and as all of these wells are drilled, steamed and brought on production, the Company anticipates receiving the full benefit of the drilling program through additional production increases in the second half of the year and into 2001.

Operating costs increased to \$8.3 million, or \$6.28/BOE, in the second quarter of 2000, up 24% from \$6.7 million, or \$5.15/BOE, in the first quarter of 2000 and were 63% higher than \$5.1 million, or \$4.00/BOE, incurred in the second quarter of 1999. The largest factor contributing to the increase in operating costs was higher steam costs. The cost of natural gas, which is used to fire the Company's cogeneration facilities and steam generators, rose significantly in the second quarter. In addition, the Company increased steam injection volumes during the periods by firing additional conventional steam generators which have a higher operating cost than the Company's other steam sources.

G&A expenses were \$1.6 million, or \$1.21/BOE, in the second quarter of 2000, down 41% from \$2.7 million, or \$2.08/BOE, in the first quarter of 2000, but up 45% from \$1.1 million, or \$.90/BOE, in the second quarter of 1999. The 2000 periods include the effect of a number of new employees hired to support the Company's property development and growth activities. The first quarter of 2000 was unusually high due to legal fees related to litigation settled in March 2000. The Company anticipates G&A/BOE to decline for the remainder of 2000 due to the projected increase in production resulting from the Company's development activities.

The Company experienced an effective tax rate of 29% for both the second quarter and first six months of 2000 compared to 23% and 17% in the same 1999 periods, respectively. This higher effective rate was due primarily to the increase in oil prices in 2000 compared to the 1999 periods. However, the Company anticipates that its effective tax rate will remain well below the combined federal and state statutory rate due to the Company's significant investment in numerous enhanced oil recovery projects in 2000.

Liquidity and Capital Resources

Working capital at June 30, 2000 was \$8.3 million, comparable to \$8.4 million at December 31, 1999. The Company generated cash from operations of \$27.4 million in the first six months of 2000 compared to \$4.8 million generated in the same 1999 period. Cash was used to retire \$10 million of long-term debt, fund development activities of \$9.8 million, pay dividends of \$4.4 million and purchase the Castruccio lease in the Placerita field for \$3 million. Long-term debt at June 30, 2000 was \$42 million.

Forward Looking Statements

"Safe harbor under the Private Securities Litigation Reform Act of 1995": With the exception of historical information, the matters discussed in this Form 10-Q are forward-looking statements that involve risks and uncertainties. Although the Company believes that its expectations are based on reasonable assumptions, it can give no assurance that its goals will be achieved. Important factors that could cause actual results to differ materially from those in the forward-looking statements herein include, but are not limited to, the timing and extent of changes in commodity prices for oil, gas and electricity, competition, environmental risks, litigation uncertainties, drilling, development and operating risks, uncertainties about the estimates of reserves, Y2k non-compliance by the vendors, customers, the Company, etc. and government regulation.

Item 4. Submission of Matters to a Vote of Security Holders

At the annual meeting, which was held at the Company's corporate offices on May 19, 2000, nine incumbent directors were re-elected. The results of voting as reported by the inspector of elections are noted below:

1. There were 21,128,819 shares of the Company's capital stock issued, outstanding and entitled to vote as of the record date, March 13, 2000.
2. There were present at the meeting, in person or by proxy, the holders of 20,120,978 shares, representing 91.34% of the total number of shares outstanding and entitled to vote at the meeting, such percentage representing a quorum.

PROPOSAL ONE: Election of Directors

NOMINEE	FOR VOTES	PERCENTAGE	WITHHELD AUTHORITY
W. Berry	20,055,964	99.68%	65,014
R. Busch	20,055,700	99.68%	65,278
W. Bush	20,055,915	99.68%	65,063
J. Gaul	20,045,104	99.62%	75,874
J. Hagg	20,056,304	99.68%	64,674
J. Hoffman(1)	18,113,965	90.03%	2,007,013
T. Jamieson	20,055,404	99.67%	65,574
R. Martin	20,055,404	99.67%	65,574
M. Young	20,056,304	99.68%	64,674

Percentages are based on the shares represented and voting at the meeting in person or by proxy.

(1) The large number of withheld authority votes for J. Hoffman were largely the result of institutional votes based on the recommendation to withhold authority for Mr. Hoffman from the proxy service firm, Institutional Shareholder Services (ISS). ISS recommended that the votes for Mr. Hoffman be withheld based solely on the fact of his membership on the Nominating and Corporate Governance Committee as an insider. A large institutional shareholder has confirmed to the Company that they fully support Mr. Hoffman, cast their votes in error and would recast their votes in favor of Mr. Hoffman, if that were possible. The results with those shares voted for Mr. Hoffman rather than withheld would be as follows:

FOR VOTES	PERCENTAGE	WITHHELD AUTHORITY
19,581,365	97.32%	539,613

10

BERRY PETROLEUM COMPANY
Part II. Other Information

Item 6. Exhibits and Reports on Form 8-K

None

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

BERRY PETROLEUM COMPANY

/s/ Jerry V. Hoffman _____
Jerry V. Hoffman
Chairman, President and
Chief Executive Officer

/s/ Ralph J. Goehring _____
Ralph J. Goehring
Senior Vice President and
Chief Financial Officer
(Principal Financial Officer)

/s/ Donald A. Dale _____
Donald A. Dale
Controller
(Principal Accounting Officer)

Date: August 8, 2000

6-MOS	
DEC-31-2000	JUN-30-2000
	1,179
	598
21,160	0
	0
25,243	292,178
99,182	
220,183	
16,918	0
0	0
	220
220,183	129,477
	52,503
52,724	0
	21,693
	4,308
	0
1,792	
24,931	
	7,178
17,753	
	0
	0
	0
	17,753
	.81
	.80