

**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	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>REHKOPF BRIAN L</u>  (Last) (First) (Middle) <u>C/O BERRY PETROLEUM COMPANY 5201 TRUXTUN</u>  (Street) <u>BAKERSFIELD CA 93309</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>BERRY PETROLEUM CO [ BRY ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <u>Former Vice President</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/12/2006</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <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	05/12/2006		M <sup>(1)</sup>		20,000	A	\$16.3	36,881	D	
Class A Common Stock	05/12/2006		M <sup>(2)</sup>		3,750	A	\$16.5	40,631	D	
Class A Common Stock	05/12/2006		S		9,214	D	\$71	31,417	D	
Class A Common Stock	05/12/2006		S		800	D	\$71.55	30,617	D	
Class A Common Stock	05/12/2006		S		200	D	\$71.57	30,417	D	
Class A Common Stock	05/12/2006		S		3,600	D	\$71.6	26,817	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				
Nonstatutory Stock Option	\$15.6875							12/02/2001	08/04/2006	Class A Common Stock	10,000		10,000	D	
Nonstatutory Stock Option	\$16.3	05/12/2006		M <sup>(3)</sup>		20,000		12/07/2002	08/04/2006	Class A Common Stock	20,000	\$0 <sup>(4)</sup>	0	D	
Nonstatutory Stock Option	\$16.5	05/12/2006		M <sup>(5)</sup>		3,750		12/06/2003	12/06/2012	Class A Common Stock	3,750	\$0 <sup>(6)</sup>	0	D	

**Explanation of Responses:**

- Exercise of Stock Options under the Company's equity plans in a transaction exempt under Rule 16b.
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**Remarks:**

Employee resigned as an officer and employee on May 5, 2006.

Kenneth A Olson under POA or  
Brian Rehkopf 05/16/2006

\*\* 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.