

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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* <b>HEINEMANN ROBERT</b> _____ (Last) (First) (Middle) <b>5201 TRUXTUN AVE., SUITE 300</b> _____ (Street) <b>BAKERSFIELD CA 93309</b> _____ (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <b>BERRY PETROLEUM CO [ BRY ]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>President and CEO</b>		
			3. Date of Earliest Transaction (Month/Day/Year) <b>12/31/2008</b>			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		
			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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock								11,079	D	
Class A Common Stock	12/31/2008		J		77 <sup>(17)</sup>	A	\$0	6,544	I	Held in 401(k) Plan

**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 12-2-02	\$8.07							12/02/2002	12/02/2012	Class A Common Stock		10,000	D	
Nonstatutory Stock Options 12-2-03	\$9.61							12/02/2003	12/02/2013	Class A Common Stock		10,000	D	
Nonstatutory Stock Option 6-16-04	\$14.375							06/16/2005	06/16/2014	Class A Common Stock		200,000	D	
Nonstatutory Stock Option 11-23-04	\$21.58							11/23/2005	11/23/2014	Class A Common Stock		130,000	D	
Nonstatutory Stock Option 12-15-05	\$30.645							12/15/2006	12/15/2015	Class A Common Stock		150,000	D	
2005 Restricted Stock Units <sup>(1)</sup>	\$0 <sup>(2)</sup>							12/15/2006 <sup>(3)</sup>	12/14/2014 <sup>(4)</sup>	Class A Common Stock		10,000	D	
Restricted Stock Unit	\$0 <sup>(5)</sup>							01/31/2010 <sup>(6)</sup>	06/22/2016 <sup>(7)</sup>	Class A Common Stock		161,300	D	
Nonstatutory Stock Option 12-15-06	\$32.565							12/15/2007	12/14/2016	Class A Common Stock		175,000	D	
2006 Restricted Stock Units <sup>(8)</sup>	\$0 <sup>(9)</sup>							12/15/2007 <sup>(10)</sup>	12/14/2016 <sup>(11)</sup>	Class A Common Stock		15,000	D	
2007 Restricted Stock Unit <sup>(12)</sup>	\$0 <sup>(13)</sup>							12/14/2008 <sup>(14)</sup>	12/13/2017 <sup>(15)</sup>	Class A Common Stock		29,810	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				
NSO 2007	\$43.61							12/14/2008	12/13/2017	Class A Common Stock	89,470		89,470	D	
2008 Restricted Stock Units	\$0							12/12/2009	12/11/2018	Class A Common Stock	173,333		173,333	D	
Phantom Stock Units <sup>(16)</sup>	\$0	12/31/2008		A		30		08/08/1988	08/08/1988	Class A Common Stock	3,063	\$7.56	3,093	D	

**Explanation of Responses:**

1. 1 for 1
2. Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock
3. 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.
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5. Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock
6. The restricted stock units vest in one installment on January 31, 2010 provided the reporting person continues to serve as the CEO of the Company on such date, or earlier on certain conditions.
7. The restricted stock units vest in one installment on January 31, 2010 provided the reporting person continues to serve as the CEO of the Company on such date, or earlier on certain conditions.
8. 1 for 1
9. Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock
10. 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.
11. 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.
12. 1 for 1
13. Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock
14. 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.
15. 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.
16. 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.
17. Shares of Common Stock acquired by the reporting person in the Company's 401(k) Plan. All transactions were at market and were non-discretionary.

Kenneth A Olson under POA for 01/05/2009  
Robert Heinemann

\*\* 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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