

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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* <u>REHKOPF BRIAN L</u> (Last) (First) (Middle) <u>C/O BERRY PETROLEUM COMPANY</u> <u>5201 TRUXTUN AVE., SUITE 300</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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Vice President</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/28/2006</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 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	03/28/2006		M		10,000	A	\$12.5	32,881	D	
Class A Common Stock	03/28/2006		M		10,000	A	\$15.6875	42,881	D	
Class A Common Stock	03/28/2006		S		20,000	D	\$70.6429	22,881	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
Nonstatutory Stock Option (Right to Buy) NSO	\$12.5	03/28/2006		M			10,000	12/04/1999	12/04/2008	Class A Common Stock	10,000	\$0	0	D	
Nonstatutory Stock Option (Right to Buy) NSO	\$15.6875	03/28/2006		M			10,000	12/02/2001	12/02/2010	Class A Common Stock	10,000	\$0	10,000	D	
Nonstatutory Stock Option (Right to Buy) NSO	\$16.3							12/07/2002	12/07/2011	Class A Common Stock	20,000		20,000	D	
Nonstatutory Stock Option (Right to Buy) NSO	\$16.5							12/06/2003	12/06/2012	Class A Common Stock	7,500		7,500	D	
Nonstatutory Stock Option (Right to Buy) NSO	\$19.94							12/05/2004	12/05/2013	Class A Common Stock	20,000		20,000	D	
Nonstatutory Stock Option (Right to Buy) NSO	\$43.16							11/23/2005	11/23/2014	Class A Common Stock	20,000		20,000	D	
Nonstatutory Stock Option (Right to Buy) NSO	\$61.29							12/15/2006	12/15/2015	Class A Common Stock	6,000		6,000	D	
Restricted Stock Units (RSU) ⁽¹⁾	\$0 ⁽¹⁾							(2)	(2)	Class A Common Stock	1,500		1,500	D	

Explanation of Responses:

1. Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock.
2. The restricted stock units vest 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.

Remarks:

Kenneth A. Olson under Power
of Attorney on file for Brian L. Rehkopf 03/30/2006

** 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.

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