

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>Kelso Bruce S</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>03/22/2006</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 | | | | | | | 0 | D | | |
| Class A Common Stock | 03/22/2006 ⁽¹⁾ | | J | V | 20 ⁽¹⁾ | A | \$0 ⁽¹⁾ | 273 ⁽¹⁾ | 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 | Title | Amount or Number of Shares | | | | |
| Nonstatutory Stock Option (Right to Buy) NSO | \$17.9 | | | | | | | 08/23/2004 | 08/23/2013 | Class A Common Stock | 5,000 | | 5,000 | D | |
| Nonstatutory Stock Option (Right to Buy) NSO | \$19.94 | | | | | | | 12/05/2004 | 12/05/2013 | Class A Common Stock | 1,500 | | 1,500 | D | |
| Nonstatutory Stock Option (Right to Buy) NSO | \$43.16 | | | | | | | 11/23/2005 | 11/23/2014 | Class A Common Stock | 15,000 | | 15,000 | D | |
| Nonstatutory Stock Option (Right to Buy) NSO | \$61.29 | | | | | | | 12/15/2006 | 12/15/2015 | Class A Common Stock | 10,000 | | 10,000 | D | |
| Nonstatutory Stock Option (Right to Buy) NSO | \$68.12 | 03/22/2006 | | A ⁽⁴⁾ | | 20,000 | | 03/22/2009 | 03/21/2016 | Class A Common Stock | 20,000 | \$0 ⁽⁴⁾ | 20,000 | D | |
| Restricted Stock Units (RSU) ⁽²⁾ | \$0 ⁽²⁾ | | | | | | | (3) | (3) | Class A Common Stock | 2,500 | | 2,500 | D | |

Explanation of Responses:

- Between January 1, 2006 and March 22, 2006 the reporting person acquired shares of Berry Petroleum Company Common Stock in the Company's 401(k) Plan. All transactions were at market value and were non-discretionary.
- Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock.
- 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.
- Grant of Nonstatutory Stock Option under the Company's 2005 Equity Incentive Plan in a transaction exempt under Rule 16b-3(c). Options vest 100% 3 years from date of grant on 03/22/2009.

Remarks:

Kenneth A. Olson under Power 03/27/2006

[of Attorney on file for Bruce S. Kelso](#)

** 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.