

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>DUGINSKI MICHAEL</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>Senior Vice President</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/23/2004</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	06/23/2004		M		10,000 ⁽²⁾	A	\$14.89	11,600	D	
Class A Common Stock	06/23/2004		F		6,750 ⁽²⁾	D	\$30.7	4,850	D	
Class A Common Stock	06/23/2004 ⁽¹⁾		J		152 ⁽¹⁾	A	\$0 ⁽¹⁾	2,585 ⁽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
Nonstatutory Stock Option (Right to Buy) NSO	\$14.89	06/23/2004		M			10,000	02/01/2003	02/01/2012	Class A Common Stock	10,000	\$0 ⁽²⁾	20,000	D	
Nonstatutory Stock Option (Right to Buy) NSO	\$16.5							12/06/2003	12/06/2012	Class A Common Stock	15,000		15,000	D	
Nonstatutory Stock Option (Right to Buy) NSO	\$19.94							12/05/2004	12/05/2013	Class A Common Stock	30,000		30,000	D	

Explanation of Responses:

- Between January 1 and March 31, 2004, the reporting person acquired 319 shares of Berry Petroleum Company common stock under the Berry 401(k) plan. Purchases were non-discretionary and at market value. The information in this report is based on a plan statement dated as of March 31, 2004.
- Exercise of Stock Options under the Company's 1994 Stock Option Plan in a transaction exempt under Rule 16-B.

Remarks:

Kenneth A. Olson under Power of Attorney on file 06/25/2004

** 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.