

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) August 28, 2003

Berry Petroleum Company
(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation)	1-9735 (Commission File Number)	77-0079387 IRS Employer Identification No.
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5201 Truxtun Avenue, Suite 300 Bakersfield, CA 93309
(Address of principal executive offices)

Registrant's telephone number, including area code (661) 616-3900

N/A
(Former name or former address, if changed since last report)

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Item 9. Regulation FD Disclosure

On August 28, 2003, Berry Petroleum Company, a Delaware corporation, issued a press release, a copy of which is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

(c) Exhibits

99.1 Press Release of Berry Petroleum Company dated
August 28, 2003.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

BERRY PETROLEUM COMPANY

By /s/ Kenneth A. Olson
Name: Kenneth A. Olson
Title: Corporate Secretary
and Treasurer

August 28, 2003

Berry Petroleum Company Phone (661) 616-3900
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Contacts: Jerry V. Hoffman, Chairman, President and CEO
Ralph J. Goehring, SVP & CFO

**BERRY PETROLEUM CLOSES \$48.6 MILLION UINTA BASIN ACQUISITION;
PROCEEDS WITH DRILLING PROGRAM**

Bakersfield, CA - August 28, 2003 - Berry Petroleum Company (NYSE:BRY) announced that it has closed the acquisition of the Brundage Canyon, Utah properties in the Uinta Basin, with an effective date of April 1, 2003. These assets were purchased for \$48.6 million from Williams Production RMT Company, a unit of Williams (NYSE:WMB). The Brundage Canyon properties are currently producing approximately 1,800 net barrels of oil equivalent (BOE) per day of light crude oil and natural gas. These assets, located in northeastern Utah, consist of approximately 43,500 net acres and Berry estimates the proved reserves at 8.6 million BOE with 75% of the total being light oil and 25% natural gas.

Jerry V. Hoffman, Chairman, President and Chief Executive Officer, stated, "The acquisition of the Uinta Basin assets fits our strategy of establishing a new core area in the Rocky Mountain region. Our goal is to operate these assets as efficiently as possible and begin development immediately. Our Denver office will manage these assets, as well as our existing coalbed methane prospective acreage in Kansas and Illinois. The Company continues to evaluate additional Rocky Mountain and Mid-continent opportunities."

Michael Duginski, Vice President of Corporate Development, added, "Not only do the Brundage Canyon assets fulfill part of our targeted growth for 2003, the large under-exploited acreage position has significant upside potential. While the productive limit of the field to the south and west has not been determined, we have identified over 50 proved undeveloped locations and 25 behind pipe recompletions within the productive area of the field. This acquisition develops a foothold for Berry to continue its growth plan in the Rockies."

Logan Magruder Joins Berry

Hoffman also announced that Logan Magruder joined Berry as its Vice President of the Rocky Mountain and Mid-continent Region. Magruder held similar positions with Calpine and Barrett Resources and served in a consulting role to Berry since February 1, 2003. Hoffman continued, "Logan has a proven operational background in the Rockies and brings significant experience to our management team."

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Magruder commented, "I believe the Company has made an excellent acquisition in Utah and is strongly committed to developing a profitable portfolio of assets in the Rockies. We intend to hit the ground running at Brundage Canyon by quickly proceeding with a well drilling program this year with an approved capital budget of approximately \$16 million. We are targeting operating costs of approximately \$7.50 per BOE. We are staffing the Denver office with a talented team of people to fully develop the Brundage Canyon assets along with sourcing and evaluating other strategic opportunities."

Berry Petroleum Company is an independent oil and gas production and exploitation company headquartered in Bakersfield, California.

"Safe harbor under the Private Securities Litigation Reform Act of 1995:" This release may contain descriptions of the Company's expectations regarding future business activities. These forward-looking statements are made in reliance upon safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Accordingly, actual results may differ materially from those contemplated by the forward-looking statements.

