

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

SCHEDULE 13G

(Under the Securities Exchange Act of 1934
(Amendment No. 21))*

Berry Petroleum Company
(Name of Issuer)

Class A Common Stock
(Title of Class of Securities)

085789105
(CUSIP Number)

DECEMBER 31, 2008

Date of Event Which Requires Filing of This Statement

Check the following box if a fee is being paid with this statement __. (A fee is not required only if the filing person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class.) (See Rule 13d-7).

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 085789105
Pages

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1. NAME OF REPORTING PERSON
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

William F. Berry
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP *

Not Applicable (a)
(b)
3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5.	SOLE VOTING POWER 2,953,367
	6.	SHARED VOTING POWER Not Applicable
	7.	SOLE DISPOSITIVE POWER 2,953,367
	8.	SHARED DISPOSITIVE POWER Not Applicable

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,953,367

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES *

Not Applicable

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

6.6

12. TYPE OF REPORTING PERSON *

IN-Individual

*SEE INSTRUCTION BEFORE FILLING OUT!

- Item 1(a). Name of Issuer:
Berry Petroleum Company
- Item 1(b). Address of Issuer's Principal Executive Offices:
1999 Broadway, Suite 3700
Denver, CO 80202
- Item 2(a). Name of Person Filing:
William F. Berry
- Item 2(b). Address of Principal Business Office or, if none,
residence:
1999 Broadway, Suite 3700
Denver, CO 80202
- Item 2(c). Citizenship:
United States of America
- Item 2(d). Title of Class of Securities:
Class A Common Stock
- Item 2(e). CUSIP Number:
085789105
- Item 3. If this statement is filed pursuant to Rules 13d-1(b),
or 13d-2(b), check whether the person filing is a:
Not Applicable.
- Item 4. Ownership:
- (a) Amount Beneficially Owned:
2,953,367 shares
 - (b) Percent of Class:
6.6%

(c) Number of shares as to which such person has:	
(i) Sole power to vote or direct the vote	2,953,367
(ii) Shared power to vote or direct the vote	-
(iii) Sole power to dispose or direct the disposition of	2,953,367
(iv) Shared power to dispose or direct the disposition of	-

Item 5. Ownership of Five Percent or Less of a Class:
Not Applicable

Item 6. Ownership of More than Five Percent on Behalf of Another Person:
Not Applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company:
Not Applicable

Item 8. Identification and Classification of Members of the Group
Not Applicable

Item 9. Notice of Dissolution of Group:
Not Applicable

Item 10. Certification:
Not Applicable

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 10, 2009
Date

/s/ Kenneth A. Olson
Attorney-in-Fact for
William F. Berry