

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 | |
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| 1. Name and Address of Reporting Person* BERRY WILLIAM F (Last) (First) (Middle) C/O BERRY PETROLEUM COMPANY 5201 TRUXTUN AVE., SUITE 300 (Street) BAKERSFIELD CA 93309 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol BERRY PETROLEUM CO [BRY] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below) | |
| | 3. Date of Earliest Transaction (Month/Day/Year) 12/15/2005 | | |
| | 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 | | | | | | | | 1,431,000 | D | |
| Class A Common Stock | | | | | | | | 34,722 | I | As Trustee for Berry Children's Trust |

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 | | | | | |
| Non-Statutory Stock Option (NSO) ⁽¹⁾ | \$18.94 | | | | | | | 05/15/1998 | 12/02/2007 | Class A Common Stock | 5,000 | 5,000 | D | |
| Non-Statutory Stock Option (NSO) ⁽¹⁾ | \$12.625 | | | | | | | 12/02/1998 | 12/02/2008 | Class A Common Stock | 5,000 | 5,000 | D | |
| Non-Statutory Stock Option (NSO) ⁽¹⁾ | \$14.0625 | | | | | | | 12/02/1999 | 12/02/2009 | Class A Common Stock | 5,000 | 5,000 | D | |
| Non-Statutory Stock Option (NSO) ⁽¹⁾ | \$15.69 | | | | | | | 12/02/2000 | 12/02/2010 | Class A Common Stock | 5,000 | 5,000 | D | |
| Non-Statutory Stock Option (NSO) ⁽¹⁾ | \$15.45 | | | | | | | 12/02/2001 | 12/02/2011 | Class A Common Stock | 5,000 | 5,000 | D | |
| Non-Statutory Stock Option (NSO) ⁽¹⁾ | \$16.14 | | | | | | | 12/02/2002 | 12/02/2012 | Class A Common Stock | 5,000 | 5,000 | 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 | Amount or Number of Shares | | | | |
| Non-Statutory Stock Option (NSO) ⁽¹⁾ | \$19.22 | | | | | | | 12/02/2003 | 12/02/2013 | Class A Common Stock | 5,000 | | 5,000 | D | |
| Non-Statutory Stock Option (NSO) ⁽¹⁾ | \$43.54 | | | | | | | 12/02/2004 | 12/02/2014 | Class A Common Stock | 5,000 | | 5,000 | D | |
| Non-Statutory Stock Option (NSO) ⁽¹⁾ | \$61.29 | 12/15/2005 | | A ⁽²⁾ | | 5,000 | | 12/15/2005 | 12/15/2015 | Class A Common Stock | 5,000 | \$0 ⁽²⁾ | 5,000 | D | |

Explanation of Responses:

1. NSO - Right to buy Berry Petroleum Company Class A Common Stock
2. Grant of Nonstatutory Stock Option under the Company's 2005 Equity Incentive Plan in a transaction exempt under Rule 16b-3(c). Shares vest at 25% annually from date of grant.

Remarks:

Kenneth A. Olson under POA 12/16/2005
for William F. Berry

** 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.