

**FORM 5**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
OMB Number:	3235-0362
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- Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
- Form 3 Holdings Reported.
- Form 4 Transactions Reported.

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>REHKOPF BRIAN L</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 of Engineering</u>
	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) <u>12/31/2003</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Class A Common Stock							18,700	D	
Class A Common Stock	12/31/2003 <sup>(1)</sup>		J	23 <sup>(1)</sup>	A	\$0 <sup>(1)</sup>	2,055 <sup>(1)</sup>	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)
					(A)	(D)	Date Exercisable	Expiration Date					
Nonstatutory Stock Option (Right to Buy) NSO	\$15.5						06/02/1998	06/02/2007	Class A Common Stock		40,000	D	
Nonstatutory Stock Option (Right to Buy) NSO	\$19.375						12/05/1998	12/05/2007	Class A Common Stock		20,000	D	
Nonstatutory Stock Option (Right to Buy) NSO	\$12.5						12/04/1999	12/04/2008	Class A Common Stock		20,000	D	
Nonstatutory Stock Option (Right to Buy) NSO	\$15.69						12/02/2001	12/02/2010	Class A Common Stock		20,000	D	
Nonstatutory Stock Option (Right to Buy) NSO	\$16.3						12/07/2002	12/07/2011	Class A Common Stock		20,000	D	
Nonstatutory Stock Option (Right to Buy) NSO	\$16.5						12/06/2003	12/06/2012	Class A Common Stock		15,000	D	
Nonstatutory Stock Option (Right to Buy) NSO	\$19.94						12/05/2004	12/05/2013	Class A Common Stock		20,000	D	

Explanation of Responses:

1. Between July 1 and December 31, 2003, the reporting person acquired 23 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 December 31, 2003.

**Remarks:**

Kenneth A. Olson under Power 01/08/2004  
of Attorney on file

\*\* 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.

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