

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* <u>DUGINSKI MICHAEL</u> (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 <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) Senior Vice President |
| | 3. Date of Earliest Transaction (Month/Day/Year) 12/31/2004 | |
| | | 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 | | | | | | | | 4,850 | D | |
| Class A Common Stock | 12/31/2004 ⁽¹⁾ | | J | V | 7 ⁽¹⁾ | D | \$0 ⁽¹⁾ | 2,537 | 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 | | | | | |
| Nonstatutory Stock Option (Right to Buy) NSO | \$14.89 | | | | | | | 02/01/2003 | 02/01/2012 | Class A Common Stock | 20,000 | 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 | |
| Nonstatutory Stock Option (Right to Buy) NSO | \$43.16 | | | | | | | 11/23/2005 | 11/23/2014 | Class A Common Stock | 35,000 | 35,000 | D | |

Explanation of Responses:

1. The change in the number of shares in the Berry Petroleum Company Common Stock Fund in the Company's 401(k) Plan is due to the required liquidation of shares to cover the required cash portion of the fund from November 24, 2004 through December 31, 2004. All transactions were at market and no discretionary transactions have occurred in the holdings of Company Stock in the 401(k) Plan during the period covered.

Remarks:

Kenneth A. Olson under Power of Attorney on file 01/04/2005

** 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.