
**UNITED STATES
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): June 28, 2005 (June 27, 2005)

BERRY PETROLEUM COMPANY

(Exact Name of Registrant as Specified in its Charter)

DELAWARE

(State or Other Jurisdiction of
Incorporation or Organization)

1-9735

(Commission File Number)

77-0079387

(IRS Employer
Identification Number)

5201 TRUXTUN AVE., STE. 300, BAKERSFIELD, CA
(Address of Principal Executive Offices)

93309
(Zip Code)

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 7.01 Regulation FD Disclosure

On June 27, 2005 Berry Petroleum Company issued a news release announcing its acquisition of acreage in North Dakota.

The information in this Current Report on Form 8-K and Exhibit 99.1 is being furnished and shall not be deemed "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section.

Item 9.01 Financial Statements and Exhibits

(c) Exhibits

99.1 Press Release of Berry Petroleum Company dated June 27, 2005.

SIGNATURES

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 hereto duly authorized.

**BERRY PETROLEUM
COMPANY**

By: /s/ Kenneth A. Olson
Kenneth A. Olson
Corporate Secretary

Date: June 28, 2005

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BERRY PETROLEUM ACQUIRES ACREAGE IN NORTH DAKOTA

Bakersfield, CA - June 27, 2005 - Berry Petroleum Company (NYSE:BRY) announced that it acquired interests in approximately 20,000 gross acres in the Williston Basin of North Dakota; and is in the process of purchasing additional interests in another 100,000 gross acres in the area. These acquisitions, totaling approximately \$9 million, represent another step in diversifying Berry's asset base and provide the Company an entry into the emerging Bakken oil play in the Williston Basin. The acreage covers several contiguous blocks located primarily on the eastern flank of the Nesson Anticline. Development activity in the Middle Bakken play is expanding to the area surrounding the Nesson Anticline, the oil producing heart of North Dakota.

Robert F. Heinemann, president and chief executive officer, stated, "Combined with our existing interests in nearly 750,000 gross acres in Utah and Colorado, this lease acquisition represents another growth opportunity in the Rocky Mountain and Mid-Continent regions for Berry. The early entry into the North Dakota Bakken play provides an excellent acreage position at reasonable acquisition costs. Our goal here is to establish a sizable acreage position in this emerging play and exploit the acreage with an industry partner."

Michael Duginski, senior vice president of corporate development, added, "Bakken drilling activity is increasing significantly in the North Dakota Williston Basin, with current successful production in Montana. We are aware that several companies will commence drilling adjacent to, or near, our acreage block in the near future. We expect to close on the additional acreage in the third quarter of this year."

Berry Petroleum Company is a publicly traded independent oil and gas production, exploration and exploitation company headquartered in Bakersfield, California. The Company estimates it's proved reserves are 124 million BOE at March 31, 2005.

"Safe harbor under the Private Securities Litigation Reform Act of 1995:" With the exception of historical information, the matters discussed in this news release are forward-looking statements that involve risks and uncertainties. Although the Company believes that its expectations are based on reasonable assumptions, it can give no assurance that its goals will be achieved. Important factors that could cause actual results to differ materially from those in the forward-looking statements herein include, but are not limited to: the timing and extent of changes in commodity prices for oil, gas and electricity; exploration, drilling, development and operating risks; a limited marketplace for electricity sales within California, counterparty risk; acquisition risks; competition, environmental risks, litigation uncertainties; the availability of drilling rigs and other support services, pipeline capacity restraints, legislative and/or judicial decisions and other government or Tribal regulations.

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