

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 10-Q/A
(Amendment No. 1)

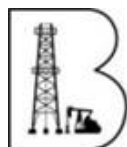
Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the quarterly period ended June 30, 2010

Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the transition period from to

Commission file number 1-9735



BERRY PETROLEUM COMPANY

(Exact name of registrant as specified in its charter)

DELAWARE

(State of incorporation or organization)

77-0079387

(I.R.S. Employer Identification Number)

1999 Broadway, Suite 3700

Denver, Colorado 80202

(Address of principal executive offices, including zip code)

Registrant's telephone number, including area code: **(303) 999-4400**

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. YES NO

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). YES NO

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). YES NO

As of July 21, 2010, the registrant had 51,206,925 shares of Class A Common Stock (\$.01 par value) outstanding. The registrant also had 1,797,784 shares of Class B Stock (\$.01 par value) outstanding on July 21, 2010 all of which is held by an affiliate of the registrant.

[Table of Contents](#)

**BERRY PETROLEUM COMPANY
SECOND QUARTER 2010 FORM 10-Q/A**

EXPLANATORY NOTE

Berry Petroleum Company (the "Registrant") is filing this Amendment No. 1 (this "Amendment") to its Quarterly Report on Form 10-Q for the period ended June 30, 2010. The sole purpose of this Amendment is to furnish the interactive data files as Exhibit 101 in accordance with Rule 405(a)(2) of Regulation S-T.

Except to furnish the interactive data files as Exhibit 101, no other changes have been made to the Form 10-Q. This Amendment does not reflect events occurring after the original filing of the Form 10-Q.

Pursuant to Rule 406T of Regulation S-T, the interactive data files furnished as Exhibit 101 hereto are deemed not filed or part of a registration statement or prospectus for purposes of sections 11 or 12 of the Securities Act of 1933 as amended, are deemed not filed for purposes of section 18 of the Securities and Exchange Act of 1934, as amended, and otherwise are not subject to liability under those sections.

[Table of Contents](#)

**BERRY PETROLEUM COMPANY
SECOND QUARTER 2010 FORM 10-Q/A**

PART II. OTHER INFORMATION

Item 6. Exhibits

| Exhibit No. | Description of Exhibit |
|-------------|---|
| 10.1* | Berry Petroleum Company 2010 Equity Incentive Plan (filed as Exhibit 4.3 to the Registrant's Form S-8 filed on June 23, 2010, File No. 333-167698). |
| 10.2* | Berry Petroleum Company 2010 Equity Incentive Plan — Form of Restricted Stock Unit Agreement (filed as Exhibit 4.4 to the Registrant's Form S-8 filed on June 23, 2010, File No. 333-167698). |
| 10.3* | Berry Petroleum Company 2010 Equity Incentive Plan — Form of Restricted Stock Unit Agreement — Officers (filed as Exhibit 4.5 to the Registrant's Form S-8 filed on June 23, 2010, File No. 333-167698). |
| 10.4* | Berry Petroleum Company 2010 Equity Incentive Plan — Form of Restricted Stock Unit Agreement — Directors (filed as Exhibit 4.6 to the Registrant's Form S-8 filed on June 23, 2010, File No. 333-167698). |
| 10.5* | Berry Petroleum Company 2010 Equity Incentive Plan — Form of Stock Option Agreement (filed as Exhibit 4.7 to the Registrant's Form S-8 filed on June 23, 2010, File No. 333-167698). |
| 10.6* | Berry Petroleum Company 2010 Equity Incentive Plan — Form of Stock Appreciation Rights Agreement (filed as Exhibit 4.8 to the Registrant's Form S-8 filed on June 23, 2010, File No. 333-167698). |
| 12.1** | Computation of Ratio of Earnings to Fixed Charges |
| 31.1** | Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 |
| 31.2** | Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 |
| 32.1** | Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 |
| 32.2** | Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 |
| 101.INS*** | XBRL Instance Document |
| 101.SCH*** | XBRL Taxonomy Extension Schema Document |
| 101.CAL*** | XBRL Taxonomy Extension Calculation Linkbase Document |
| 101.LAB*** | XBRL Taxonomy Label Linkbase Document |
| 101.PRE*** | XBRL Taxonomy Extension Presentation Linkbase Document |
| 101.DEF*** | XBRL Taxonomy Extension Definition Linkbase Document |

* Incorporated herein by reference

** Previously filed

*** Furnished herewith

[Table of Contents](#)

SIGNATURE

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 thereto duly authorized.

BERRY PETROLEUM COMPANY

/s/ Jamie L. Wheat

Jamie L. Wheat

Controller

(Principal Accounting Officer)

Date: August 19, 2010