

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| OMB APPROVAL | |
|--------------------------|-----------|
| OMB Number: | 3235-0287 |
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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).

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* HEINEMANN ROBERT <hr/> (Last) (First) (Middle) C/O BERRY PETROLEUM COMPANY 1999 BROADWAY, SUITE 3700 <hr/> (Street) DENVER CO 80202 <hr/> (City) (State) (Zip) | | | 2. Issuer Name and Ticker or Trading Symbol BERRY PETROLEUM CO [BRY] <hr/> 3. Date of Earliest Transaction (Month/Day/Year) 06/30/2009 <hr/> 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;">President and CEO</p> | | |
| | | | 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 | | | | | | | | 17,503 | D | |
| Class A Common Stock | 06/30/2009 | | J | | 1,234 ⁽²⁰⁾ | A | \$0 | 11,079 | 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) | | | | | |
| Nonstatutory Stock Options 12-2-02 | \$8.07 | | | | | | 12/02/2002 | 12/02/2012 | Class A Common Stock | 10,000 | 10,000 | D | |
| Nonstatutory Stock Options 12-2-03 | \$9.61 | | | | | | 12/02/2003 | 12/02/2013 | Class A Common Stock | 10,000 | 10,000 | D | |
| Nonstatutory Stock Option 6-16-04 | \$14.375 | | | | | | 06/16/2005 | 06/16/2014 | Class A Common Stock | 200,000 | 200,000 | D | |
| Nonstatutory Stock Option 11-23-04 | \$21.58 | | | | | | 11/23/2005 | 11/23/2014 | Class A Common Stock | 130,000 | 130,000 | D | |
| Nonstatutory Stock Option 12-15-05 | \$30.645 | | | | | | 12/15/2006 | 12/15/2015 | Class A Common Stock | 150,000 | 150,000 | D | |
| 2005 Restricted Stock Units ⁽¹⁾ | \$0 ⁽²⁾ | | | | | | 12/15/2006 ⁽³⁾ | 12/14/2014 ⁽⁴⁾ | Class A Common Stock | 5,000 | 5,000 | D | |
| Restricted Stock Unit | \$0 ⁽⁵⁾ | | | | | | 01/31/2010 ⁽⁶⁾ | 06/22/2016 ⁽⁷⁾ | Class A Common Stock | 161,300 | 161,300 | D | |
| Nonstatutory Stock Option 12-15-06 | \$32.565 | | | | | | 12/15/2007 | 12/14/2016 | Class A Common Stock | 175,000 | 175,000 | D | |
| 2006 Restricted Stock Units ⁽⁸⁾ | \$0 ⁽⁹⁾ | | | | | | 12/15/2007 ⁽¹⁰⁾ | 12/14/2016 ⁽¹¹⁾ | Class A Common Stock | 10,000 | 10,000 | D | |
| 2007 Restricted Stock Unit ⁽¹²⁾ | \$0 ⁽¹³⁾ | | | | | | 12/14/2008 ⁽¹⁴⁾ | 12/13/2017 ⁽¹⁵⁾ | Class A Common Stock | 29,810 | 29,810 | 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 | | | | |
| NSO 2007 | \$43.61 | | | | | | | 12/14/2008 | 12/13/2017 | Class A Common Stock | 89,470 | | 89,470 | D | |
| 2008 Restricted Stock Units ⁽¹⁶⁾ | \$0 ⁽¹⁷⁾ | | | | | | | 12/12/2009 ⁽¹⁸⁾ | 12/11/2018 ⁽¹⁹⁾ | Class A Common Stock | 173,333 | | 173,333 | D | |
| Phantom Stock Units | \$0 ⁽²¹⁾ | 06/30/2009 | | A | | 12 | | 08/08/1988 | 08/08/1988 | Class A Common Stock | 3,115 | \$18.59 | 3,127 | D | |

Explanation of Responses:

1. 1 for 1
2. Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock
3. The restricted stock units vests in four equal annual installments beginning December 15, 2006. Shares of Class A Common Stock will be delivered to the reporting person at the time of vesting.
4. The restricted stock units vests in four equal annual installments beginning December 15, 2006. Shares of Class A Common Stock will be delivered to the reporting person at the time of vesting.
5. Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock
6. The restricted stock units vest in one installment on January 31, 2010 provided the reporting person continues to serve as the CEO of the Company on such date, or earlier on certain conditions.
7. The restricted stock units vest in one installment on January 31, 2010 provided the reporting person continues to serve as the CEO of the Company on such date, or earlier on certain conditions.
8. 1 for 1
9. Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock
10. The restricted stock units vests in four equal annual installments beginning December 15, 2007. Shares of Class A Common Stock will be delivered to the reporting person at the time of vesting.
11. The restricted stock units vests in four equal annual installments beginning December 15, 2007. Shares of Class A Common Stock will be delivered to the reporting person at the time of vesting.
12. 1 for 1
13. Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock
14. The RSU granted vest 25% per year beginning one year after grant but the receipt of shares are subject to a deferral period which is generally at least four years from grant date as per the deferral election.
15. The RSU is subject to a deferral election. Shares of Class A Common Stock will be delivered to the reporting person as per the terms of the deferral election.
16. 1 for 1
17. Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock
18. The RSU granted vest 25% per year beginning one year after grant but the receipt of shares are subject to a deferral period which is generally at least four years from grant date as per the deferral election.
19. The RSU is subject to a deferral election. Shares of Class A Common Stock will be delivered to the reporting person as per the terms of the deferral election.
20. Shares of Common Stock acquired by the reporting person in the Company's 401(k) Plan. All transactions were at market and were non-discretionary.
21. Phantom Stock Units acquired under the Company's Non-Employee Director Deferred Compensation Plan in a transaction exempt under Rule 16b-3(c). Shares of Common Stock are issued under terms of the Plan upon resignation from the board of directors.

Kenneth A Olson under POA for 07/01/2009
Robert Heinemann

** 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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