

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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* BUSCH RALPH B III (Last) (First) (Middle) C/O BERRY PETROLEUM COMPANY 5201 TRUXTUN (Street) BAKERSFIELD CA 93309 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol BERRY PETROLEUM CO [BRY]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 12/15/2006	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person 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								152,578	D	
Class A Common Stock								97,750	I	As Co-Trustee of Charitable Trust
Class A Common Stock								128,040	I	As Co-Trustee of Union Bank Trust Shares
Class A Common Stock								8,000	I	Busch Family Foundation

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
Nonstatutory Stock Options	\$7.8438							12/02/2000	12/02/2010	Class A Common Stock	10,000	10,000	D		
Nonstatutory Stock Options	\$7.725							12/02/2001	12/02/2011	Class A Common Stock	10,000	10,000	D		
Nonstatutory Stock Options	\$8.07							12/02/2002	12/02/2012	Class A Common Stock	10,000	10,000	D		
Nonstatutory Stock Options	\$9.61							12/02/2003	12/02/2013	Class A Common Stock	10,000	10,000	D		
Nonstatutory Stock Options	\$21.77							12/02/2004	12/02/2014	Class A Common Stock	10,000	10,000	D		
Nonstatutory Stock Option	\$30.645							12/15/2005	12/15/2015	Class A Common Stock	10,000	10,000	D		
Phantom Stock Units ⁽¹⁾	\$0 ⁽²⁾							08/08/1988 ⁽³⁾	08/08/1988 ⁽⁴⁾	Class A Common Stock	13,217	13,217	D		
Nonstatutory Stock Option	\$32.565	12/15/2006		A ⁽⁵⁾		10,000		12/15/2006	12/14/2016	Class A Common Stock	10,000	\$0 ⁽⁶⁾	10,000	D	

Explanation of Responses:

1. 1 for 1

2. 1 for 1

3. 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.

4. 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.

5. Grant of Non-statutory stock option under the Company's 2005 Equity Incentive Plan in a transaction exempt under Rule 16b-3(c). Options vest 100% on date of grant.

6. Grant of Non-statutory stock option under the Company's 2005 Equity Incentive Plan in a transaction exempt under Rule 16b-3(c). Options vest 100% on date of grant.

Kenneth A Olson under POA
for Ralph Busch

12/18/2006

** 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.