

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**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

1. Name and Address of Reporting Person* <u>BUSCH RALPH B III</u>  (Last) (First) (Middle) <u>C/O BERRY PETROLEUM COMPANY 5201 TRUXTUN</u>  (Street) <u>BAKERSFIELD CA 93309</u>  (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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>10/31/2007</u>	
	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								144,078	D	
Class A Common Stock								90,000	I	As Co-Trustee of Charitable Trust
Class A Common Stock								7,500	I	Busch Family Foundation
Class A Common Stock	10/31/2007		s		100	D	\$48.4962	127,165	I	As Co-Trustee of Union Bank Trust Shares
Class A Common Stock	11/01/2007		s		100	D	\$45.9275	127,065	I	As Co-Trustee of Union Bank Trust Shares
Class A Common Stock	11/02/2007		s		100	D	\$45.75	126,965	I	As Co-Trustee of Union Bank Trust Shares
Class A Common Stock	11/06/2007		s		100	D	\$46.9	126,865	I	As Co-Trustee of Union Bank Trust Shares
Class A Common Stock	11/06/2007		s		100	D	\$46.7081	126,765	I	As Co-Trustee of Union Bank Trust Shares
Class A Common Stock	11/07/2007		s		100	D	\$47	126,665	I	As Co-Trustee of Union Bank Trust Shares

**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 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)
Nonstatutory Stock Options	\$7.8438			Code V	(A) (D)	Date Exercisable 12/02/2000 Expiration Date 12/02/2010	Class A Common Stock		10,000	D	
Nonstatutory Stock Options	\$7.725					12/02/2001 12/02/2011	Class A Common Stock		10,000	D	
Nonstatutory Stock Options	\$8.07					12/02/2002 12/02/2012	Class A Common Stock		10,000	D	
Nonstatutory Stock Options	\$9.61					12/02/2003 12/02/2013	Class A Common Stock		10,000	D	
Nonstatutory Stock Options	\$21.77					12/02/2004 12/02/2014	Class A Common Stock		10,000	D	
Nonstatutory Stock Option	\$30.645					12/15/2005 12/15/2015	Class A Common Stock		10,000	D	
Phantom Stock Units <sup>(1)</sup>	\$0 <sup>(2)</sup>					08/08/1988 <sup>(3)</sup> 08/08/1988 <sup>(4)</sup>	Class A Common Stock		14,698 <sup>(5)</sup>	D	
Nonstatutory Stock Option	\$32.565					12/15/2006 12/14/2016	Class A Common Stock		10,000	D	

**Explanation of Responses:**

- 1 for 1
- 1 for 1
- 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.
- 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.
- 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.

**Remarks:**

This Form 4 is being filed late to report the sale of shares over 5 days that Mr. Busch has indirect ownership on his Form 4 but does not control. Mr. Busch was not notified in a timely manner that these sales had taken place.

Kenneth A Olson under POA  
for Ralph Busch      11/30/2007

\*\* 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.