

BERRY PETROLEUM CO
Form 4
January 04, 2005

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
REHKOPF BRIAN L

(Last) (First) (Middle)

C/O BERRY PETROLEUM COMPANY, 5201 TRUXTUN AVE., SUITE 300

(Street)

BAKERSFIELD, CA 93309

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
BERRY PETROLEUM CO [BRY]

3. Date of Earliest Transaction (Month/Day/Year)
12/31/2004

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Vice President of Engineering

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (D) Price | | | |
| Class A Common Stock | | | | | 26,987 | D | |
| Class A Common Stock | 12/31/2004 ⁽¹⁾ | | J | V 5 D \$ 0 (1) | 1,978 | I | Held in 401(k) Plan |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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number.

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 Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code V | (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Nonstatutory Stock Option (Right to Buy) NSO | \$ 15.5 | | | | | 06/02/1998 06/02/2007 | Class A Common Stock 30,000 |
| Nonstatutory Stock Option (Right to Buy) NSO | \$ 19.375 | | | | | 12/05/1998 12/05/2007 | Class A Common Stock 10,000 |
| Nonstatutory Stock Option (Right to Buy) NSO | \$ 12.5 | | | | | 12/04/1999 12/04/2008 | Class A Common Stock 10,000 |
| Nonstatutory Stock Option (Right to Buy) NSO | \$ 15.69 | | | | | 12/02/2001 12/02/2010 | Class A Common Stock 20,000 |
| Nonstatutory Stock Option (Right to Buy) NSO | \$ 16.3 | | | | | 12/07/2002 12/07/2011 | Class A Common Stock 20,000 |
| Nonstatutory Stock Option (Right to Buy) NSO | \$ 16.5 | | | | | 12/06/2003 12/06/2012 | Class A Common Stock 15,000 |
| Nonstatutory Stock Option (Right to Buy) NSO | \$ 19.94 | | | | | 12/05/2004 12/05/2013 | Class A Common Stock 20,000 |
| | \$ 43.16 | | | | | 11/23/2005 11/23/2014 | 20,000 |

Nonstatutory
 Stock Option
 (Right to
 Buy) NSO

Class A
 Common
 Stock

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| REHKOPF BRIAN L C/O BERRY PETROLEUM COMPANY 5201 TRUXTUN AVE., SUITE 300 BAKERSFIELD, CA 93309 | | | Vice President of Engineering | |

Signatures

Kenneth A. Olson under Power of Attorney
 on file 01/04/2005

**Signature of Reporting Person
Date

Explanation of Responses:

- * 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).
- (1) The change in the number of shares in the Berry Petroleum Company Common Stock Fund in the Company's 401(k) Plan is due to the required liquidation of shares to cover the required cash portion of the fund from November 23, 2004 through December 31, 2004. All transactions were at market and no discretionary transactions have occurred in the holdings of Company Stock in the 401(k) Plan during the period covered.

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