

BERRY PETROLEUM CO
Form 4
March 11, 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 *
GOEHRING RALPH J

(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)
03/09/2005

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)
Executive VP and CFO

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 Indirect Beneficial Ownership (Instr. 4)
				Code	V Amount or (D) Price			
Class A Common Stock	03/09/2005		M		5,000 (2) A \$ 14	36,390	D	
Class A Common Stock	03/09/2005		M		30,000 (2) A \$ 12.5	66,390	D	
Class A Common Stock	03/09/2005		F		17,066 (2) D \$ 62.78	49,324	D	
Class A Common Stock	03/09/2005 ⁽¹⁾		J		75 (1) D \$ 0 (1)	4,817	I	Held in

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Common
Stock

401(k)
Plan

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

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(9-02)

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 Security (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Nonstatutory Stock Option (Right to Buy) NSO	\$ 14	03/09/2005		M ⁽²⁾	5,000	12/06/1997 12/06/2006	Class A Common Stock	5,000	
Nonstatutory Stock Option (Right to Buy) NSO	\$ 12.5	03/09/2005		M ⁽²⁾	30,000	12/04/1999 12/04/2008	Class A Common Stock	30,000	
Nonstatutory Stock Option (Right to Buy) NSO	\$ 15.69					12/02/2001 12/02/2010	Class A Common Stock	35,000	
Nonstatutory Stock Option (Right to Buy) NSO	\$ 16.3					12/07/2002 12/07/2011	Class A Common Stock	30,000	
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	30,000	

Nonstatutory
 Stock Option \$ 43.16
 (Right to
 Buy) NSO

11/23/2005 11/23/2014 Class A
 Common 35,
 Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOEHRING RALPH J C/O BERRY PETROLEUM COMPANY 5201 TRUXTUN AVE., SUITE 300 BAKERSFIELD, CA 93309			Executive VP and CFO	

Signatures

Kenneth A. Olson under Power of Attorney
 on file 03/11/2005

**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).
- 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
- (1) required liquidation of shares to cover the required cash portion of the fund from January 1, 2005 through March 9, 2005. All transactions were at market and no discretionary transactions have occurred in the holdings of Company Stock in the 401(k) Plan.
 - (2) Exercise of stock option under the Company's 1994 Stock Option Plan in a transaction exempt under Rule 16B.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.