

BERRY PETROLEUM CO
Form 4
December 02, 2004

FORM 4

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

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).

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 *
BERRY WILLIAM F

(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)
12/02/2004

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)

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)
				(A) or (D)	Price		
				Code	V	Amount	
Class A Common Stock				(A)	1,431,000	D	
Class A Common Stock				(A)	34,722	I	As Trustee for Berry Children's Trust

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form

SEC 1474 (9-02)

displays a currently valid OMB control 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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Non-Statutory Stock Option (NSO) ⁽¹⁾	\$ 13.75					12/02/1996 12/02/2006	Class A Common Stock 3,000
Non-Statutory Stock Option (NSO) ⁽¹⁾	\$ 18.94					05/15/1998 12/02/2007	Class A Common Stock 5,000
Non-Statutory Stock Option (NSO) ⁽¹⁾	\$ 12.625					12/02/1998 12/02/2008	Class A Common Stock 5,000
Non-Statutory Stock Option (NSO) ⁽¹⁾	\$ 14.0625					12/02/1999 12/02/2009	Class A Common Stock 5,000
Non-Statutory Stock Option (NSO) ⁽¹⁾	\$ 15.69					12/02/2000 12/02/2010	Class A Common Stock 5,000
Non-Statutory Stock Option (NSO) ⁽¹⁾	\$ 15.45					12/02/2001 12/02/2011	Class A Common Stock 5,000
Non-Statutory Stock Option (NSO) ⁽¹⁾	\$ 16.14					12/02/2002 12/02/2012	Class A Common Stock 5,000
Non-Statutory Stock Option (NSO) ⁽¹⁾	\$ 19.22					12/02/2003 12/02/2013	Class A Common Stock 5,000
Non-Statutory Stock Option (NSO) ⁽¹⁾	\$ 43.54	12/02/2004		A ⁽²⁾	5,000	12/02/2004 12/02/2014	Class A Common Stock 5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BERRY WILLIAM F C/O BERRY PETROLEUM COMPANY 5201 TRUXTUN AVE., SUITE 300 BAKERSFIELD, CA 93309	X			

Signatures

Kenneth A. Olson under POA for William F. Berry	12/02/2004
<small>**Signature of Reporting Person</small>	<small>Date</small>

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) NSO - Right to buy Berry Petroleum Company Class A Common Stock
- (2) Grant of Nonstatutory Stock Option under the Company's 1994 Stock Option Plan in a transaction exempt under Rule 16b-3(c).

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.