

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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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 *
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)
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)
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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Class A Common Stock	03/09/2005		M ⁽²⁾	7,500 A	\$ 16.5	34,487	D
Class A Common Stock	03/09/2005		F ⁽²⁾	3,947 D	\$ 62.78	30,540	D
Class A Common Stock	03/09/2005		S	1,000 D	\$ 64.569	29,540	D
Class A Common Stock	03/09/2005		S	600 D	\$ 64.6	28,940	D

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Common Stock									
Class A Common Stock	03/09/2005		S	300	D	\$ 64.64	28,640	D	
Class A Common Stock	03/09/2005		S	100	D	\$ 64.65	28,540	D	
Class A Common Stock	03/09/2005 ⁽¹⁾		J	16 ⁽¹⁾	D	\$ 0	1,962	I	Held in 401(k) Plan
Class A Common Stock	03/10/2005		J	1,962 ^{(1) (3)}	D	\$ 56.17	0	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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(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 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

Buy) NSO

Nonstatutory Stock Option (Right to Buy) NSO	\$ 15.69				12/02/2001	12/02/2010	Class A Common Stock	20,000
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Nonstatutory Stock Option (Right to Buy) NSO	\$ 16.3				12/07/2002	12/07/2011	Class A Common Stock	20,000
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Nonstatutory Stock Option (Right to Buy) NSO	\$ 16.5	03/09/2005		M ⁽²⁾	7,500	12/06/2003	12/06/2012	Class A Common Stock	7,500
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Nonstatutory Stock Option (Right to Buy) NSO	\$ 19.94					12/05/2004	12/05/2013	Class A Common Stock	20,000
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Nonstatutory Stock Option (Right to Buy) NSO	\$ 43.16					11/23/2005	11/23/2014	Class A Common Stock	20,000
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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 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).

- (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 January 1, 2005 through March 9, 2005. These 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.
- (2) Exercise of stock option under the Company's 1994 Stock Option Plan in a transaction exempt under Rule 16B.
- (3) On March 10, 2005 all of Mr. Rehkopf's shares of Berry Petroleum Company were liquidated in the 401(k) pursuant to his instructions to the Trustee.

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