

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 \*  
BUSCH RALPH B III

(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)

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 Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount		
Class A Common Stock	03/09/2005		M <sup>(5)</sup>	3,000	A	\$ 13.75	79,324	D
Class A Common Stock	03/09/2005		M <sup>(5)</sup>	5,000	A	\$ 18.9375	84,324	D
Class A Common Stock	03/09/2005		M <sup>(5)</sup>	5,000	A	\$ 14.0625	89,324	D
Class A Common Stock	03/09/2005		F <sup>(5)</sup>	3,285	D	\$ 62.78	86,039	D

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Common  
Stock

Class A  
Common  
Stock

49,875

I

(1) As  
Co-Trustee  
of a  
Charitable  
Remainder  
Trust

Class A  
Common  
Stock

66,220

I

(2) As  
Co-Trustee  
of shares  
held in a  
trust at  
Union Bank  
of  
California

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

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SEC 1474  
(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 (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Phantom Stock Units	\$ 0 <sup>(1)</sup>					08/08/1988 <sup>(2)</sup>	08/08/1988 <sup>(3)</sup>	Class A Common Stock
Non-Statutory Stock Option (NSO) <sup>(4)</sup>	\$ 13.75	03/09/2005		M <sup>(5)</sup>	3,000	12/02/1996	12/02/2006	Class A Common Stock
Non-Statutory Stock Option (NSO) <sup>(4)</sup>	\$ 18.94	03/09/2005		M <sup>(5)</sup>	5,000	05/15/1998	12/02/2007	Class A Common Stock

Non-Statutory Stock Option (NSO) <sup>(4)</sup>	\$ 14.0625	03/09/2005	M <sup>(5)</sup>	5,000	12/02/1999	12/02/2009	Class A Common Stock
Non-Statutory Stock Option (NSO) <sup>(4)</sup>	\$ 15.69				12/02/2000	12/02/2010	Class A Common Stock
Non-Statutory Stock Option (NSO) <sup>(4)</sup>	\$ 15.45				12/02/2001	12/02/2011	Class A Common Stock
Non-Statutory Stock Option (NSO) <sup>(4)</sup>	\$ 16.14				12/02/2002	12/02/2012	Class A Common Stock
Non-Statutory Stock Option (NSO) <sup>(4)</sup>	\$ 19.22				12/02/2003	12/02/2013	Class A Common Stock
Non-Statutory Stock Option (NSO) <sup>(4)</sup>	\$ 43.54				12/02/2004	12/02/2014	Class A Common Stock

## Reporting Owners

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

## Signatures

Kenneth A. Olson under POA for Ralph B. Busch III.	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) 1 for 1
- (2) Phantom Stock Units acquired under the Company's Non-Employee Director Deferred Stock and Compensation Plan in a transaction exempt under Rule 16b-3(c). Shares are exercisable under the terms of the Plan upon resignation from the Board.
- (3) Phantom Stock Units acquired under the Company's Non-Employee Director Deferred Stock and Compensation Plan in a transaction exempt under Rule 16b-3(c). Shares expire under the terms of the Plan upon resignation from the Board.
- (4) NSO - Right to buy Berry Petroleum Company Class A Common Stock
- (5) 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.

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