

BERRY PETROLEUM CO
Form 4
July 27, 2006

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**

(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)
07/26/2006

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)

Former Vice President

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)
			Code	V	Amount or Price		
Class A Common Stock	07/26/2006		M		20,000 A \$ 9.97	73,634	D
Class A Common Stock	07/26/2006		M		10,000 A \$ 21.58	83,634	D
Class A Common Stock	07/26/2006		S		100 D \$ 31.61	83,534	D
Class A Common	07/26/2006		S		200 D \$ 31.66	83,334	D

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Stock							
Class A Common Stock	07/26/2006	S	100	D	\$ 31.67	83,234	D
Class A Common Stock	07/26/2006	S	100	D	\$ 31.72	83,134	D
Class A Common Stock	07/26/2006	S	100	D	\$ 31.74	83,034	D
Class A Common Stock	07/26/2006	S	100	D	\$ 31.75	82,934	D
Class A Common Stock	07/26/2006	S	400	D	\$ 31.78	82,534	D
Class A Common Stock	07/26/2006	S	200	D	\$ 31.79	82,334	D
Class A Common Stock	07/26/2006	S	100	D	\$ 31.82	82,234	D
Class A Common Stock	07/26/2006	S	200	D	\$ 31.84	82,034	D
Class A Common Stock	07/26/2006	S	400	D	\$ 31.85	81,634	D
Class A Common Stock	07/26/2006	S	400	D	\$ 31.86	81,234	D
Class A Common Stock	07/26/2006	S	300	D	\$ 31.87	80,934	D
Class A Common Stock	07/26/2006	S	900	D	\$ 31.88	80,034	D
Class A Common Stock	07/26/2006	S	300	D	\$ 31.89	79,734	D
Class A Common Stock	07/26/2006	S	400	D	\$ 31.9	79,334	D

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Class A Common Stock	07/26/2006		S	300	D	\$ 31.91	79,034	D
Class A Common Stock	07/26/2006		S	800	D	\$ 31.92	78,234	D
Class A Common Stock	07/26/2006		S	300	D	\$ 31.93	77,934	D
Class A Common Stock	07/26/2006		S	100	D	\$ 31.94	77,834	D
Class A Common Stock	07/26/2006		S	200	D	\$ 31.95	77,634	D
Class A Common Stock	07/26/2006		S	100	D	\$ 31.96	77,534	D
Class A Common Stock	07/26/2006		S	100	D	\$ 31.98	77,434	D
Class A Common Stock	07/26/2006		S	200	D	\$ 31.99	77,234	D
Class A Common Stock	07/26/2006		S	1,200	D	\$ 32	76,034	D
Class A Common Stock	07/26/2006		S	300	D	\$ 32.01	75,734	D

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,	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Security (Instr. 3 and 4)
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and 5)

	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Nonstatutory Stock Option			\$ 9.97		07/26/2006		M	20,000	12/05/2004	08/03/2006	Class A Common Stock	20,000
Nonstatutory Stock Option			\$ 21.58		07/26/2006		M	10,000	11/23/2005	08/03/2006	Class A Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

REHKOPF BRIAN L
C/O BERRY PETROLEUM COMPANY 5201 TRUXTUN
BAKERSFIELD, CA 93309

Former Vice President

Signatures

Kenneth A Olson under POA or Brian Rehkopf

07/27/2006

__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).

Remarks:

All amounts and quantities have been adjusted for the Company's 2-for-1 stock split to shareholders of record on May 17, 2006.

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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