

BERRY PETROLEUM CO
Form 4
November 06, 2007

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 *
JAMIESON THOMAS J

(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)
11/02/2007

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (D) Price | | | |
| Class A Common Stock | | | | | 33,800 | I | Owned by corporation |
| Class A Common Stock | | | | | 25,000 | I | Owned by partnership |
| Class A Common Stock | | | | | 26,000 | I | Owned by Trust |
| Class A Common | 11/02/2007 | | M | 10,000 A \$ 9.4688 | 28,000 | D | |

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Stock

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

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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 Underlying Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Nonstatutory Stock Option | \$ 6.3125 | | | | | 12/02/1998 | 12/02/2008 | Class A Common Stock |
| Nonstatutory Stock Options | \$ 7.0312 | | | | | 12/02/1999 | 12/02/2009 | Class A Common Stock |
| Nonstatutory Stock Options | \$ 7.8438 | | | | | 12/02/2000 | 12/02/2010 | Class A Common Stock |
| Nonstatutory Stock Options | \$ 7.725 | | | | | 12/02/2001 | 12/02/2011 | Class A Common Stock |
| Nonstatutory Stock Options | \$ 8.07 | | | | | 12/02/2002 | 12/02/2012 | Class A Common Stock |
| Nonstatutory Stock Options | \$ 9.61 | | | | | 12/02/2003 | 12/02/2013 | Class A Common Stock |
| Nonstatutory Stock Options | \$ 21.77 | | | | | 12/02/2004 | 12/02/2014 | Class A Common Stock |
| Nonstatutory Stock Option | \$ 30.645 | | | | | 12/15/2005 | 12/15/2015 | Class A Common Stock |

| | | | | | | | | |
|------------------------------------|---------------------|------------|--|---|--------|---------------------------|---------------------------|----------------------|
| Phantom Stock Units ⁽¹⁾ | \$ 0 ⁽²⁾ | | | | | 08/08/1988 ⁽³⁾ | 08/08/1988 ⁽⁴⁾ | Class A Common Stock |
| Nonstatutory Stock Option | \$ 32.565 | | | | | 12/15/2006 | 12/14/2016 | Class A Common Stock |
| Nonstatutory Stock Option | \$ 9.4688 | 11/02/2007 | | M | 10,000 | 12/02/1997 | 12/02/2007 | Class A Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| JAMIESON THOMAS J C/O BERRY PETROLEUM COMPANY 5201 TRUXTUN BAKERSFIELD, CA 93309 | | | | |

Signatures

Kenneth A Olson under POA for Thomas Jamieson
 Signature: _____ Date: 11/06/2007

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) 1 for 1
- (3) Phantom Stock Units acquired under the Company's Non-Employee Director Deferred Compensation Plan in a transaction exempt under Rule 16b-3(c). Shares of Common Stock are issued under terms of the Plan upon resignation from the board of directors.
- (4) Phantom Stock Units acquired under the Company's Non-Employee Director Deferred Compensation Plan in a transaction exempt under Rule 16b-3(c). Shares of Common Stock are issued under terms of the Plan upon resignation from the board of directors.
- (5) Exercise of Stock Options under the Company's equity plans 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.