

BERRY PETROLEUM CO
Form 4/A
January 07, 2009

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 *
GOEHRING RALPH 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)
12/30/2008

4. If Amendment, Date Original Filed(Month/Day/Year)
01/06/2009

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
____ Officer (give title below) _____ Other (specify below)
Executive VP

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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)
			Code	V Amount (D) Price			
Class A Common Stock					70,498	D	
Class A Common Stock	12/30/2008		J	739 ⁽¹⁾ A \$ 0	5,641	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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SEC 1474 (9-02)

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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)
Nonstatutory Stock Option 11-23-04	\$ 21.58					11/23/2005	Class A Common Stock
2005 Restricted Stock Units	\$ 0	12/30/2008		H	2,500	12/15/2006 ⁽²⁾	Class A Common Stock
2006 Restricted Stock Units ⁽⁴⁾	\$ 0 ⁽⁵⁾	12/30/2008		E ⁽⁶⁾	5,000 ⁽⁷⁾	12/15/2007	Class A Common Stock
Nonstatutory Stock Option 12-15-05	\$ 30.645	12/30/2008 ⁽¹⁰⁾		E	10,000 ⁽¹¹⁾	12/15/2006	Class A Common Stock
Nonstatutory Stock Option 12-15-06	\$ 32.565	12/30/2008 ⁽¹³⁾		E	20,000 ⁽¹⁴⁾	12/15/2007	Class A Common Stock

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

GOEHRING RALPH J
C/O BERRY PETROLEUM COMPANY 5201 TRUXTUN
BAKERSFIELD, CA 93309

Executive
VP

Signatures

Kenneth A Olson under POA for Ralph Goehring

01/07/2009

**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) Shares of Common Stock acquired by the reporting person in the Company's 401(k) Plan. All transactions were at market and were non-discretionary.
- (2) The restricted stock units vests in four equal annual installments beginning December 15, 2006. Shares of Class A Common Stock will be delivered to the reporting person at the time of vesting.
- (3) Expiration of unvested options and restricted stock units upon termination of employment.
- (4) 1 for 1
- (5) Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock
- (6) Expiration of unvested options and restricted stock units upon termination of employment.
- (7) Expiration of unvested options and restricted stock units upon termination of employment.
- (8) Expiration of unvested options and restricted stock units upon termination of employment.
- (9) Expiration of unvested options and restricted stock units upon termination of employment.
- (10) Expiration of unvested options and restricted stock units upon termination of employment.
- (11) Expiration of unvested options and restricted stock units upon termination of employment.
- (12) Expiration of unvested options and restricted stock units upon termination of employment.
- (13) Expiration of unvested options and restricted stock units upon termination of employment.
- (14) Expiration of unvested options and restricted stock units upon termination of employment.
- (15) Expiration of unvested options and restricted stock units upon termination of employment.

Remarks:

This amended Form 4 is being filed to mark the box that Mr. Goehring is no longer a Section 16 insider as of 12-30-2008.

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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