

BERRY PETROLEUM CO

Form 4

March 30, 2006

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

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(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)

03/28/2006

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_\_ Other (specify  
below) below)  
Vice President

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                    | V                                                                       | Amount                                                                                                             | (A)<br>or<br>(D)                                                        | Price                                                             |
| Class A<br>Common<br>Stock            | 03/28/2006                              |                                                             | M                                       |                                                                         | 10,000                                                                                                             | A                                                                       | \$ 12.5 32,881                                                    |
| Class A<br>Common<br>Stock            | 03/28/2006                              |                                                             | M                                       |                                                                         | 10,000                                                                                                             | A                                                                       | \$ 15.6875 42,881                                                 |
| Class A<br>Common<br>Stock            | 03/28/2006                              |                                                             | S                                       |                                                                         | 20,000                                                                                                             | D                                                                       | \$ 70.6429 22,881                                                 |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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<br>Derivative<br>Security<br>(Instr. 3)   | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount<br>Underlying Security<br>(Instr. 3 and 4) |                                     |
|-------------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|--------------------|----------------------------------------------------------------|-------------------------------------|
|                                                       |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                    | Date<br>Exercisable                                            | Expiration<br>Date | Title                                                          | Amount<br>or<br>Number<br>of Shares |
| Nonstatutory<br>Stock Option<br>(Right to<br>Buy) NSO | \$ 12.5                                                            | 03/28/2006                              |                                                             | M                                    | 10,000                                                                                                       | 12/04/1999                                                     | 12/04/2008         | Class A<br>Common<br>Stock                                     | 10,000                              |
| Nonstatutory<br>Stock Option<br>(Right to<br>Buy) NSO | \$ 15.6875                                                         | 03/28/2006                              |                                                             | M                                    | 10,000                                                                                                       | 12/02/2001                                                     | 12/02/2010         | Class A<br>Common<br>Stock                                     | 10,000                              |
| Nonstatutory<br>Stock Option<br>(Right to<br>Buy) NSO | \$ 16.3                                                            |                                         |                                                             |                                      |                                                                                                              | 12/07/2002                                                     | 12/07/2011         | Class A<br>Common<br>Stock                                     | 20,000                              |
| Nonstatutory<br>Stock Option<br>(Right to<br>Buy) NSO | \$ 16.5                                                            |                                         |                                                             |                                      |                                                                                                              | 12/06/2003                                                     | 12/06/2012         | Class A<br>Common<br>Stock                                     | 7,500                               |
| Nonstatutory<br>Stock Option<br>(Right to<br>Buy) NSO | \$ 19.94                                                           |                                         |                                                             |                                      |                                                                                                              | 12/05/2004                                                     | 12/05/2013         | Class A<br>Common<br>Stock                                     | 20,000                              |
| Nonstatutory<br>Stock Option<br>(Right to<br>Buy) NSO | \$ 43.16                                                           |                                         |                                                             |                                      |                                                                                                              | 11/23/2005                                                     | 11/23/2014         | Class A<br>Common<br>Stock                                     | 20,000                              |
| Nonstatutory<br>Stock Option<br>(Right to<br>Buy) NSO | \$ 61.29                                                           |                                         |                                                             |                                      |                                                                                                              | 12/15/2006                                                     | 12/15/2015         | Class A<br>Common<br>Stock                                     | 6,000                               |

|                      |                     |            |            |         |     |
|----------------------|---------------------|------------|------------|---------|-----|
| Restricted           |                     |            |            | Class A |     |
| Stock Units          | \$ 0 <sup>(1)</sup> | <u>(2)</u> | <u>(2)</u> | Common  | 1,5 |
| (RSU) <sup>(1)</sup> |                     |            |            | Stock   |     |

## Reporting Owners

| Reporting Owner Name / Address                                                                          | Relationships |           |                   |       |
|---------------------------------------------------------------------------------------------------------|---------------|-----------|-------------------|-------|
|                                                                                                         | Director      | 10% Owner | Officer           | Other |
| REHKOPF BRIAN L<br>C/O BERRY PETROLEUM COMPANY<br>5201 TRUXTUN AVE., SUITE 300<br>BAKERSFIELD, CA 93309 |               |           | Vice<br>President |       |

## Signatures

|                                                                          |            |
|--------------------------------------------------------------------------|------------|
| Kenneth A. Olson under Power of Attorney on file for Brian L.<br>Rehkopf | 03/30/2006 |
|--------------------------------------------------------------------------|------------|

                     \*\*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).

(1) Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock.

(2) The restricted stock units vest 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.

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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