BERRY PETROLEUM CO
Form 4
May 09, 2006

FORM 4

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

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
OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(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)
05/05/2005

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)
Former 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 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	(A) or (D)	Price			
Class A Common Stock								16,881	D	

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 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 Am Underlying Sec (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	A or N of
Nonstatutory Stock Option	$ 15.6875							12/02/2001	08/04/2006	Class A Common Stock	1
Nonstatutory Stock Option	$ 16.3							12/07/2002	08/04/2006	Class A Common Stock	2
Nonstatutory Stock Option	$ 16.5	05/05/2005		H(1)			3,750	12/06/2003	08/04/2006	Class A Common Stock	
Restricted Stock Units	$ 0 (3)	05/05/2006		H(4)			1,500	(5)	05/05/2006(6)	Class A Common Stock	
Nonstatutory Stock Option	$ 19.94	05/05/2006		H(7)			10,000	12/05/2004	08/04/2006	Class A Common Stock	1
Nonstatutory Stock Option	$ 43.16	05/05/2006		H(9)			15,000	11/23/2005	08/04/2006	Class A Common Stock	1
Nonstatutory Stock Option	$ 61.29	05/05/2006		H(11)			6,000	12/15/2006	05/05/2006	Class A Common Stock	

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	05/09/2006
**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)	Expiration of unvested options and restricted stock units upon termination of employment.
(2)	Expiration of unvested options and restricted stock units upon termination of employment.
(3)	Expiration of unvested options and restricted stock units upon termination of employment.
(4)	Expiration of unvested options and restricted stock units upon termination of employment.
(5)	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.
(6)	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.
(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.

Remarks:

Mr. Rehkopf resigned as an employee and as an officer of the Company on May 5, 2006.

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.