

BERRY PETROLEUM CO

Form 4

May 15, 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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MAGRUDER LOGAN

(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)

05/11/2006

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 Exec 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 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)
Class A Common Stock	05/11/2006		M ⁽¹⁾	1,300 A	\$ 19.94 1,800	D	
Class A Common Stock	05/11/2006		S	1,300 D	\$ 74.25 500	D	
Class A Common Stock	05/11/2006		J ⁽⁴⁾	3 ⁽⁵⁾ D	\$ 0 910	I	Held in 401k Plan
Class A Common	05/12/2006		M ⁽⁶⁾	3,700 A	\$ 43.16 4,200	D	

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Stock

Class A Common Stock	05/12/2006	S	127	D	\$ 70.77	4,073	D
Class A Common Stock	05/12/2006	S	100	D	\$ 70.68	3,973	D
Class A Common Stock	05/12/2006	S	3,473	D	\$ 70.65	500	D

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

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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 Amount Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Nonstatutory Stock Option	\$ 19.94	05/11/2006		M ⁽²⁾		1,300		12/05/2004	11/30/2006	Class A Common Stock	1,300
Nonstatutory Stock Option	\$ 43.16	05/12/2006		M ⁽⁷⁾		3,700		11/23/2005	06/30/2006	Class A Common Stock	3,700

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MAGRUDER LOGAN
C/O BERRY PETROLEUM COMPANY 5201 TRUXTUN
BAKERSFIELD, CA 93309

Former Exec VP

Signatures

Kenneth A Olson under POA or Logan
Magruder

05/15/2006

__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) Exercise of Stock Options under the Company's equity plans in a transaction exempt under Rule 16b.
- (2) Exercise of Stock Options under the Company's equity plans in a transaction exempt under Rule 16b.
- (3) Exercise of Stock Options under the Company's equity plans in a transaction exempt under Rule 16b.
- (4) Changes in the number of shares of Common Stock held in the individuals 401(k) account due to required maintenance of cash position.
All transactions were at market and non-discretionary.
- (5) Changes in the number of shares of Common Stock held in the individuals 401(k) account due to required maintenance of cash position.
All transactions were at market and non-discretionary.
- (6) Exercise of Stock Options under the Company's equity plans in a transaction exempt under Rule 16b.
- (7) Exercise of Stock Options under the Company's equity plans in a transaction exempt under Rule 16b.
- (8) Exercise of Stock Options under the Company's equity plans in a transaction exempt under Rule 16b.

Remarks:

Employee Resigned as officer and employee on March 31, 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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