

Wilson Steven
 Form 3/A
 March 13, 2009

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Wilson Steven | | (Month/Day/Year) | BERRY PETROLEUM CO [BRY] | |
| (Last) | (First) | 03/13/2009 | | |
| 5201 TRUXTUN AVE., SUITE 300 | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | 01/08/2007 |
| BAKERSFIELD, Â CA Â 93309 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | Treasurer | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Class A Common Stock | 256 | D | Â |
| Class A Common Stock | 261 | I | Held in the Participant's 401k Account |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial |
|--|--|--|---------------------------|----------------------|----------------------------------|
|--|--|--|---------------------------|----------------------|----------------------------------|

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| | Date Exercisable | Expiration Date | (Instr. 4) Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | Ownership (Instr. 5) |
|--|----------------------------|----------------------------|----------------------------|----------------------------------|------------------------------------|---|-------------------------|
| Nonstatutory Stock Option 11-23-04 | 11/23/2005 | 11/23/2014 | Class A Common Stock | 10,000 | \$ 21.58 | D | Â |
| Nonstatutory Stock Option 12-15-05 | 12/15/2006 | 12/15/2015 | Class A Common Stock | 4,000 | \$ 30.645 | D | Â |
| Nonstatutory Stock Option 12-15-06 | 12/15/2007 | 12/14/2016 | Class A Common Stock | 4,000 | \$ 32.565 | D | Â |
| 2005 Restricted Stock Units ⁽¹⁾ | 12/15/2006 ⁽³⁾ | 12/14/2015 ⁽⁴⁾ | Class A Common Stock | 1,200 | \$ 0 ⁽²⁾ | D | Â |
| 2006 Restricted Stock Units ⁽⁵⁾ | 12/15/2007 ⁽⁷⁾ | 12/14/2016 ⁽⁸⁾ | Class A Common Stock | 2,000 | \$ 0 ⁽⁶⁾ | D | Â |
| Restricted Stock Unit 4-20-06 ⁽⁹⁾ | 04/20/2009 ⁽¹¹⁾ | 04/19/2016 ⁽¹²⁾ | Class A Common Stock | 2,400 | \$ 0 ⁽¹⁰⁾ | D | Â |
| NSO 10-16-03 \$9.315 | 10/16/2004 | 10/16/2013 | Class A Common Stock | 5,000 | \$ 9.315 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------|-------|
| | Director | 10% Owner | Officer | Other |
| Wilson Steven 5201 TRUXTUN AVE., SUITE 300 BAKERSFIELD, CA 93309 | Â | Â | Â Treasurer | Â |

Signatures

Kenneth A. Olson under POA for Steve B. Wilson 03/13/2009

 Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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

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- (2) 1 for 1
- (3) 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.
- (4) 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.
- (5) 1 for 1
- (6) 1 for 1
- (7) The restricted stock units vests in four equal annual installments beginning December 15, 2007. Shares of Class A Common Stock will be delivered to the reporting person at the time of vesting.
- (8) The restricted stock units vests in four equal annual installments beginning December 15, 2007. Shares of Class A Common Stock will be delivered to the reporting person at the time of vesting.
- (9) 1 for 1
- (10) 1 for 1
- (11) Restricted Stock Units vest 100% three years from date of grant on 4/20/2009.
- (12) Restricted Stock Units vest 100% three years from date of grant. Shares of Class A Common Stock will be delivered to the reporting person at the time of vesting.

^

Remarks:

This amended Form 3 is being filed to correct the reporting to add 256 shares to initial holdings of Berry Petroleum Company Class A Common Stock.

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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