

BERRY PETROLEUM CO
Form 4
March 26, 2009

FORM 4

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

OMB APPROVAL

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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)
03/25/2009

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)
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V Amount (A) or (D) Price | | | |
| Class A Common Stock | | | | | 5,707 | I | Held in 401(k) Plan |
| Class A Common Stock | 03/25/2009 | | S | 200 D \$ 10.54 | 70,298 | D | |
| Class A Common Stock | 03/25/2009 | | S | 400 D \$ 10.55 | 69,898 | D | |
| Class A Common | 03/25/2009 | | S | 2,500 D \$ 10.56 | 67,398 | D | |

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| | | | | | | | | |
|----------------------------|------------|---|-------|---|--------------|--------|--|---|
| Stock | | | | | | | | |
| Class A Common Stock | 03/25/2009 | S | 300 | D | \$ 10.565 | 67,098 | | D |
| Class A Common Stock | 03/25/2009 | S | 1,100 | D | \$ 10.57 | 65,998 | | D |
| Class A Common Stock | 03/25/2009 | S | 200 | D | \$ 10.58 | 65,798 | | D |
| Class A Common Stock | 03/25/2009 | S | 1,100 | D | \$ 10.585 | 64,698 | | D |
| Class A Common Stock | 03/25/2009 | S | 104 | D | \$ 10.59 | 64,594 | | D |
| Class A Common Stock | 03/25/2009 | S | 608 | D | \$ 10.6 | 63,986 | | D |
| Class A Common Stock | 03/25/2009 | S | 300 | D | \$ 10.61 | 63,686 | | D |
| Class A Common Stock | 03/25/2009 | S | 500 | D | \$ 10.62 | 63,186 | | D |
| Class A Common Stock | 03/25/2009 | S | 100 | D | \$ 10.625 | 63,086 | | D |
| Class A Common Stock | 03/25/2009 | S | 600 | D | \$ 10.63 | 62,486 | | D |
| Class A Common Stock | 03/25/2009 | S | 300 | D | \$ 10.64 | 62,186 | | D |
| Class A Common Stock | 03/25/2009 | S | 100 | D | \$ 10.655 | 62,086 | | D |
| Class A Common Stock | 03/25/2009 | S | 100 | D | \$ 10.66 | 61,986 | | D |
| Class A Common Stock | 03/25/2009 | S | 300 | D | \$ 10.67 | 61,686 | | D |

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| | | | | | | | |
|----------------------------|------------|---|-----|---|----------|--------|---|
| Class A Common Stock | 03/25/2009 | S | 900 | D | \$ 10.69 | 60,786 | D |
| Class A Common Stock | 03/25/2009 | S | 100 | D | \$ 10.7 | 60,686 | D |
| Class A Common Stock | 03/25/2009 | S | 188 | D | \$ 10.71 | 60,498 | D |

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

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(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 of Underlying Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V (A) (D) | | |
| Nonstatutory Stock Option 11-23-04 | \$ 21.58 | | | | | 11/23/2005 | 08/30/2009 | Class A Common Stock | 17,500 |
| Nonstatutory Stock Option 12-15-05 | \$ 30.645 | | | | | 12/15/2006 | 12/15/2015 | Class A Common Stock | 20,000 |
| Nonstatutory Stock Option 12-15-06 | \$ 32.565 | | | | | 12/15/2007 | 12/14/2016 | Class A Common Stock | 40,000 |

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

Former Exec VP

Signatures

Kenneth A Olson under POA for Ralph
Goehring

03/26/2009

__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).

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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