

BERRY PETROLEUM CO
Form 4
May 19, 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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BERRY WILLIAM F

(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)

05/17/2006

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 ____X____ Other (specify
below) below)

Former Director Retired 51706

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 Ownership (Instr. 4)
				(A) or (D)			
Class A Common Stock			Code V Amount (D) Price		1,431,000	D	
Class A Common Stock					34,722	I	As Trustee for Berry Children's Trust

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**

SEC 1474
(9-02)

displays a currently valid OMB control number.

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
Non-Statutory Stock Option (NSO) ⁽¹⁾	\$ 18.94							05/15/1998	08/15/2006 ⁽²⁾	Class A Common Stock	5,000
Non-Statutory Stock Option (NSO) ⁽¹⁾	\$ 12.625							12/02/1998	08/15/2006 ⁽²⁾	Class A Common Stock	5,000
Non-Statutory Stock Option (NSO) ⁽¹⁾	\$ 14.0625							12/02/1999	08/15/2006 ⁽²⁾	Class A Common Stock	5,000
Non-Statutory Stock Option (NSO) ⁽¹⁾	\$ 15.69							12/02/2000	08/15/2006 ⁽²⁾	Class A Common Stock	5,000
Non-Statutory Stock Option (NSO) ⁽¹⁾	\$ 15.45							12/02/2001	08/15/2006 ⁽²⁾	Class A Common Stock	5,000
Non-Statutory Stock Option (NSO) ⁽¹⁾	\$ 16.14							12/02/2002	08/15/2006 ⁽²⁾	Class A Common Stock	5,000
Non-Statutory Stock Option (NSO) ⁽¹⁾	\$ 19.22							12/02/2003	08/15/2006 ⁽²⁾	Class A Common Stock	5,000
Non-Statutory Stock Option (NSO) ⁽¹⁾	\$ 43.54							12/02/2004	08/15/2006 ⁽²⁾	Class A Common Stock	5,000
Non-Statutory Stock Option (NSO) ⁽¹⁾	\$ 61.29							12/15/2005	01/17/2007 ⁽³⁾	Class A Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BERRY WILLIAM F C/O BERRY PETROLEUM COMPANY 5201 TRUXTUN AVE., SUITE 300 BAKERSFIELD, CA 93309				Former Director Retired 51706

Signatures

Kenneth A. Olson under POA for William F. Berry	05/19/2006
<u> </u> 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) NSO - Right to buy Berry Petroleum Company Class A Common Stock
- (2) Nonstatutory Stock Options expire 90 days from retirement date of May 17, 2006 from the Board of Directors of Berry Petroleum Company.
- (3) Nonstatutory Stock Options expire 8 months from retirement date of May 17, 2006 from the Board of Directors of Berry Petroleum Company.

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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