

BERRY PETROLEUM CO

Form 4

April 03, 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 *
GOEHRING RALPH J

(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)

03/30/2006

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director _____ 10% Owner
____X____ Officer (give title _____ Other (specify
below) below)

Executive VP and CFO

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)
				(A) or (D)	Price		
Class A Common Stock	03/30/2006		M ⁽⁴⁾	15,000	A \$ 16.3	39,506	D
Class A Common Stock	03/30/2006		S	7,847	D \$ 70.8	31,659	D
Class A Common Stock	03/31/2006		J	V 10 <u>(1)</u>	D \$ 0 (1)	2,446	I
							Held in 401(k) Plan

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 Underlying Security (Instr. 3 and 4)	Amount or Number of Shares
Nonstatutory Stock Option (Right to Buy) NSO	\$ 16.3	03/30/2006		M ⁽⁴⁾	15,000	12/07/2002 12/07/2011	Class A Common Stock	15,000
Nonstatutory Stock Option (Right to Buy) NSO	\$ 16.5					12/06/2003 12/06/2012	Class A Common Stock	15,000
Nonstatutory Stock Option (Right to Buy) NSO	\$ 19.94					12/05/2004 12/05/2013	Class A Common Stock	30,000
Nonstatutory Stock Option (Right to Buy) NSO	\$ 43.16					11/23/2005 11/23/2014	Class A Common Stock	35,000
Nonstatutory Stock Option (Right to Buy) NSO	\$ 61.29					12/15/2006 12/15/2015	Class A Common Stock	20,000
Restricted Stock Units (RSU) ⁽²⁾	\$ 0 ⁽²⁾					⁽³⁾ ⁽³⁾	Class A Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

GOEHRING RALPH J
C/O BERRY PETROLEUM COMPANY
5201 TRUXTUN AVE., SUITE 300
BAKERSFIELD, CA 93309

Executive VP and CFO

Signatures

Kenneth A. Olson under Power of Attorney on file for Ralph J.
Goehring

04/03/2006

__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).

- The change in the number of shares in the Berry Petroleum Company Common Stock Fund in the Company's 401(k) Plan is due to the
- (1) required acquisition or liquidation of shares to cover the required cash portion of the fund since the prior report. All transactions were at market and no discretionary transactions have occurred in the holdings of Company Stock in the 401(k) Plan.
 - (2) Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock.
 - (3) The restricted stock units vest 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) Exercise of Stock Options under the Company's 1994 Stock Option Plan in a transaction exempt under Rule 16b.

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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