BERRY PETROLEUM CO

Form 4

December 02, 2004

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

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if no longer subject to Section 16. Form 4 or

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 obligations may continue. See Instruction

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person **
BUSCH RALPH B III

2. Issuer Name **and** Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

BERRY PETROLEUM CO [BRY]

(Check all applicable)

C/O BERRY PETROLEUM COMPANY, 5201 TRUXTUN

(First)

(Street)

(Middle)

AVE., SUITE 300

3. Date of Earliest Transaction

(Month/Day/Year) 12/02/2004 _X__ Director ______ 10% Owner _____ Officer (give title _____ Other (specify

VE., SUITE 300

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person ____ Form filed by More than One Reporting

Person

BAKERSFIELD, CA 93309

(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative Securities A	Acquired, Dispose	d of, or Benefic	cially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	(A) or	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					76,324	D	
Class A Common Stock					49,875	I	(1) As Co-Trustee of a Charitable Remainder Trust
Class A Common					66,220	I	(2) As Co-Trustee

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Stock

of shares held in a trust at Union Bank of California

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)	Secu Acqu (A) o Disp (D)	urities uired or oosed of r. 3, 4,	6. Date Exercisab Date (Month/Day/Year	-	7. Title and A Underlying S (Instr. 3 and 4
				Code V	(A	.) (D)	Date Exercisable	Expiration Date	Title
Phantom Stock Units	\$ 0 (1)				(, (-)	08/08/1988(2)	08/08/1988(3)	Class A Common Stock
Non-Statutory Stock Option (NSO) (4)	\$ 13.75						12/02/1996	12/02/2006	Class A Common Stock
Non-Statutory Stock Option (NSO) (4)	\$ 18.94						05/15/1998	12/02/2007	Class A Common Stock
Non-Statutory Stock Option (NSO) (4)	\$ 14.0625						12/02/1999	12/02/2009	Class A Common Stock
Non-Statutory Stock Option (NSO) (4)	\$ 15.69						12/02/2000	12/02/2010	Class A Common Stock
Non-Statutory Stock Option (NSO) (4)	\$ 15.45						12/02/2001	12/02/2011	Class A Common Stock
Non-Statutory Stock Option	\$ 16.14						12/02/2002	12/02/2012	Class A Common

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(NSO) (4)								Stock
Non-Statutory Stock Option (NSO) (4)	\$ 19.22					12/02/2003	12/02/2013	Class A Common Stock
Non-Statutory Stock Option (NSO) (4)	\$ 43.54	12/02/2004	A	A (5)	5,000	12/02/2004	12/02/2014	Class A Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships					
.k 8	Director	10% Owner	Officer	Other		
BUSCH RALPH B III C/O BERRY PETROLEUM COMPANY 5201 TRUXTUN AVE., SUITE 300 BAKERSFIELD, CA 93309	X					

Signatures

Kenneth A. Olson under POA for Ralph B. Busch III.

12/02/2004

**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)** 1 for 1
- (2) Phantom Stock Units acquired under the Company's Non-Employee Director Deferred Stock and Compensation Plan in a transaction exempt under Rule 16b-3(c). Shares are exercisable under the terms of the Plan upon resignation from the Board.
- (3) Phantom Stock Units acquired under the Company's Non-Employee Director Deferred Stock and Compensation Plan in a transaction exempt under Rule 16b-3(c). Shares expire under the terms of the Plan upon resignation from the Board.
- (4) NSO Right to buy Berry Petroleum Company Class A Common Stock
- (5) Grant of Nonstatutory Stock Option under the Company's 1994 Stock Option Plan in a transaction exempt under Rule 16b-3(c).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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