

HEINEMANN ROBERT
Form 4
June 23, 2006

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 *
HEINEMANN ROBERT

(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)
06/23/2006

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 below) Other (specify below)
President and CEO

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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Class A Common Stock					2,000	D	
Class A Common Stock	06/23/2006		J	V 609 ⁽⁶⁾ A \$ 0	3,541	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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SEC 1474 (9-02)

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 of Underlying Security (Instr. 3)
				Code V	(A) (D)	Date Exercisable Expiration Date	Title
Phantom Stock Units ⁽²⁾	\$ 0 ⁽¹⁾					08/08/1988 ⁽²⁾ 08/08/1988 ⁽²⁾	C Co S
Non-Statutory Stock Option (NSO) ⁽³⁾	\$ 8.07	06/23/2006		J ⁽⁸⁾	10,000	12/02/2002 12/02/2012	C Co S
Non-Statutory Stock Option (NSO) ⁽³⁾	\$ 8.07	06/23/2006		J ⁽⁸⁾	10,000	12/02/2002 12/02/2012	C Co S
Non-Statutory Stock Option (NSO) ⁽³⁾	\$ 9.61	06/23/2006		J ⁽⁸⁾	10,000	12/02/2003 12/02/2013	C Co S
Non-Statutory Stock Option (NSO) ⁽³⁾	\$ 9.61	06/23/2006		J ⁽⁸⁾	10,000	12/02/2003 12/02/2013	C Co S
Non-Statutory Stock Option (NSO) ⁽³⁾	\$ 14.375	06/23/2006		J ⁽⁸⁾	200,000	06/16/2005 06/16/2014	C Co S
Non-Statutory Stock Option (NSO) ⁽³⁾	\$ 14.375	06/23/2006		J ⁽⁸⁾	200,000	06/16/2005 06/16/2014	C Co S
Non-Statutory Stock Option (NSO) ⁽³⁾	\$ 21.58	06/23/2006		J ⁽⁸⁾	130,000	11/23/2005 11/23/2014	C Co S
Non-Statutory Stock Option (NSO) ⁽³⁾	\$ 21.58	06/23/2006		J ⁽⁸⁾	130,000	11/23/2005 11/23/2014	C Co S
Non-Statutory Stock Option (NSO) ⁽³⁾	\$ 30.645					12/15/2006 ⁽⁷⁾ 12/15/2015	C Co S
Restricted Stock Units (RSU) ⁽⁴⁾	\$ 0 ⁽⁴⁾					⁽⁵⁾ (9) ⁽⁵⁾ (9)	C Co S

