

GAUL J HERBERT JR
Form 4
December 16, 2005

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
GAUL J HERBERT JR

2. Issuer Name and Ticker or Trading Symbol
BERRY PETROLEUM CO [BRY]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
12/15/2005

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

C/O BERRY PETROLEUM COMPANY, 5201 TRUXTUN AVE., SUITE 300

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

BAKERSFIELD, CA 93309

(City) (State) (Zip)

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)	Amount (D) Price		
Class A Common Stock					2,000	D	

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 displays a currently valid OMB control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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 (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying Security (Instr. 3 and 4)
Phantom Stock Units ⁽²⁾ ₍₃₎	\$ 0 ⁽¹⁾					08/08/1988 ⁽²⁾	Class A Common Stock
Non-Statutory Stock Option (NSO) ⁽⁴⁾	\$ 14.0625					12/02/1999	Class A Common Stock
Non-Statutory Stock Option (NSO) ⁽⁴⁾	\$ 15.69					12/02/2000	Class A Common Stock
Non-Statutory Stock Option (NSO) ⁽⁴⁾	\$ 15.45					12/02/2001	Class A Common Stock
Non-Statutory Stock Option (NSO) ⁽⁴⁾	\$ 16.14					12/02/2002	Class A Common Stock
Non-Statutory Stock Option (NSO) ⁽⁴⁾	\$ 19.22					12/02/2003	Class A Common Stock
Non-Statutory Stock Option (NSO) ⁽⁴⁾	\$ 43.54					12/02/2004	Class A Common Stock
Non-Statutory Stock Option (NSO) ⁽⁴⁾	\$ 61.29	12/15/2005		A ⁽⁵⁾	5,000	12/15/2005	Class A Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GAUL J HERBERT JR C/O BERRY PETROLEUM COMPANY 5201 TRUXTUN AVE., SUITE 300 BAKERSFIELD, CA 93309		X		

Signatures

Kenneth A. Olson under POA for Herbert J.
Gaul Jr.

12/16/2005

__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 2005 Equity Incentive 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.

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