

BERRY PETROLEUM CO

Form 4

June 26, 2008

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**

(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)

06/24/2008

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)

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 (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 Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock					4,902	I	Held in 401(k) Plan
Class A Common Stock	06/24/2008		M	7,020 A	\$ 30.645 75,006	D	
Class A Common Stock	06/24/2008		S	200 D	\$ 61.83 74,806	D	
Class A Common	06/24/2008		S	100 D	\$ 61.82 74,706	D	

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Stock							
Class A Common Stock	06/24/2008	S	100	D	\$ 61.8	74,606	D
Class A Common Stock	06/24/2008	S	200	D	\$ 61.78	74,406	D
Class A Common Stock	06/24/2008	S	300	D	\$ 61.77	74,106	D
Class A Common Stock	06/24/2008	S	400	D	\$ 61.76	73,706	D
Class A Common Stock	06/24/2008	S	400	D	\$ 61.75	73,306	D
Class A Common Stock	06/24/2008	S	100	D	\$ 61.74	73,206	D
Class A Common Stock	06/24/2008	S	200	D	\$ 61.73	73,006	D
Class A Common Stock	06/24/2008	S	100	D	\$ 61.72	72,906	D
Class A Common Stock	06/24/2008	S	800	D	\$ 61.71	72,106	D
Class A Common Stock	06/24/2008	S	200	D	\$ 61.7	71,906	D
Class A Common Stock	06/24/2008	S	300	D	\$ 61.69	71,606	D
Class A Common Stock	06/24/2008	S	530	D	\$ 61.67	71,076	D
Class A Common Stock	06/24/2008	S	400	D	\$ 61.66	70,676	D
Class A Common Stock	06/24/2008	S	300	D	\$ 61.65	70,376	D

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Class A Common Stock	06/24/2008	S	600	D	\$ 61.64	69,776	D
Class A Common Stock	06/24/2008	S	390	D	\$ 61.63	69,386	D
Class A Common Stock	06/24/2008	S	200	D	\$ 61.62	69,186	D
Class A Common Stock	06/24/2008	S	200	D	\$ 61.61	68,986	D
Class A Common Stock	06/24/2008	S	600	D	\$ 61.6	68,386	D
Class A Common Stock	06/24/2008	S	400	D	\$ 61.59	67,986	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)

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
Nonstatutory Stock Option 11-23-04	\$ 21.58					11/23/2005	11/23/2014	Class A Common Stock	17,500
2005 Restricted Stock Units (1)	\$ 0 <u>(2)</u>					<u>(3)</u>	<u>(4)</u>	Class A Common Stock	5,000

Nonstatutory Stock Option 12-15-06	\$ 32.565				12/15/2007	12/14/2016	Class A Common Stock	40,000
2006 Restricted Stock Units (5)	\$ 0 (6)				(7)	(8)	Class A Common Stock	7,500
Nonstatutory Stock Option 12-15-05	\$ 30.645	06/24/2008	M	7,020	12/15/2006	12/15/2015	Class A Common Stock	7,020

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOEHRING RALPH J C/O BERRY PETROLEUM COMPANY 5201 TRUXTUN BAKERSFIELD, CA 93309			Executive VP and CFO	

Signatures

Kenneth A Olson under POA for Ralph
Goehring 06/26/2008

__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) Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock
- (3) The restricted stock units vests 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) The restricted stock units vests 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.
- (5) 1 for 1
- (6) Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock
- (7) The restricted stock units vests in four equal annual installments beginning December 15, 2007. Shares of Class A Common Stock will be delivered to the reporting person at the time of vesting.
- (8) The restricted stock units vests in four equal annual installments beginning December 15, 2007. Shares of Class A Common Stock will be delivered to the reporting person at the time of vesting.

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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