

BERRY PETROLEUM CO
Form 4/A
November 07, 2007

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 *
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)
11/02/2007

4. If Amendment, Date Original Filed(Month/Day/Year)
11/06/2007

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)
 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)
			Code	V	Amount or (D) Price		
Class A Common Stock	11/02/2007		M		15,000 A \$ 9.97	80,474	D
Class A Common Stock	11/02/2007		S		200 D \$ 45.59	80,274	D
Class A Common Stock	11/02/2007		S		100 D \$ 45.55	80,174	D
Class A Common	11/02/2007		S		100 D \$ 45.51	80,074	D

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Stock							
Class A Common Stock	11/02/2007	S	300	D	\$ 45.5	79,774	D
Class A Common Stock	11/02/2007	S	400	D	\$ 45.49	79,374	D
Class A Common Stock	11/02/2007	S	1,200	D	\$ 45.48	78,174	D
Class A Common Stock	11/02/2007	S	600	D	\$ 45.47	77,574	D
Class A Common Stock	11/02/2007	S	300	D	\$ 45.46	77,274	D
Class A Common Stock	11/02/2007	S	1,400	D	\$ 45.44	75,874	D
Class A Common Stock	11/02/2007	S	1,009	D	\$ 45.43	74,865	D
Class A Common Stock	11/02/2007	S	300	D	\$ 45.42	74,565	D
Class A Common Stock	11/02/2007	S	900	D	\$ 45.41	73,665	D
Class A Common Stock	11/02/2007	S	100	D	\$ 45.4	73,565	D
Class A Common Stock	11/02/2007	S	200	D	\$ 45.39	73,365	D
Class A Common Stock	11/02/2007	S	3,100	D	\$ 45.38	70,265	D
Class A Common Stock	11/02/2007	S	100	D	\$ 45.36	70,165	D
Class A Common Stock	11/02/2007	S	200	D	\$ 45.34	69,965	D

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Class A Common Stock	11/02/2007		S	300	D	\$ 45.33	69,665	D		
Class A Common Stock	11/02/2007		S	700	D	\$ 45.32	68,965	D		
Class A Common Stock	11/02/2007		S	345	D	\$ 45.31	68,620	D		
Class A Common Stock	11/02/2007		S	3,146	D	\$ 45.3	65,474	D		
Class A Common Stock	11/02/2007		J	V	35 ⁽⁷⁾	D	\$ 0	4,947	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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Nonstatutory Stock Option	\$ 21.58					11/23/2005	11/23/2014	Class A Common Stock	70,000
Nonstatutory Stock Option	\$ 30.645					12/15/2006	12/15/2015	Class A Common Stock	40,000
Restricted Stock Units	\$ 0 ⁽¹⁾					⁽²⁾	⁽³⁾	Class A Common Stock	7,500
Nonstatutory Stock Option	\$ 32.565					12/15/2007	12/14/2016	Class A Common	40,000

								Stock
Restricted Stock Units	\$ 0 ⁽⁴⁾				<u>(5)</u>	<u>(6)</u>		Class A Common Stock 10,000
Nonstatutory Stock Option	\$ 9.97	11/02/2007	M	15,000	12/05/2004	12/05/2013		Class A Common Stock 15,000

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
 11/07/2007
 **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) Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock
- (2) 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.
- (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) Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock
- (5) 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.
- (6) 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.
- (7) Changes in the number of shares of Common Stock held in the individuals 401(k) account due to required maintenance of cash position. All transactions were at market and non-discretionary.

Remarks:

This amended Form 4 is being filed to correct the Number of Derivative Securities Beneficially Owned Following Reported T

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.