

BERRY PETROLEUM CO

Form 4

March 23, 2005

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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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
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)

03/21/2005

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) 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)
			Code	V	Amount	(A) or (D)	Price		
Class A Common Stock	03/21/2005		M		35,000 <u>(1)</u>	A	\$ 15.6875	84,324	D
Class A Common Stock	03/21/2005		F		22,818 <u>(1)</u>	D	\$ 57.02	61,506	D
Class A Common Stock	03/21/2005		S		20,000	D	\$ 57.3486	41,506	D
Class A	03/22/2005 ⁽²⁾		J		2,390	D	\$ 0	2,427	I Held in

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Common
Stock

(2)

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)

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)	Amount or Number of Shares
Nonstatutory Stock Option (Right to Buy) NSO	\$ 15.69	03/21/2005		M ⁽¹⁾	35,000	12/02/2001 12/02/2010	Class A Common Stock	35,000
Nonstatutory Stock Option (Right to Buy) NSO	\$ 16.3					12/07/2002 12/07/2011	Class A Common Stock	30,000
Nonstatutory Stock Option (Right to Buy) NSO	\$ 16.5					12/06/2003 12/06/2012	Class A Common Stock	15,000
Nonstatutory Stock Option (Right to Buy) NSO	\$ 19.94					12/05/2004 12/05/2013	Class A Common Stock	30,000
Nonstatutory Stock Option (Right to Buy) NSO	\$ 43.16					11/23/2005 11/23/2014	Class A Common Stock	35,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer

Other

GOEHRING RALPH J
C/O BERRY PETROLEUM COMPANY
5201 TRUXTUN AVE., SUITE 300
BAKERSFIELD, CA 93309

Executive VP and CFO

Signatures

Kenneth A. Olson under Power of Attorney
on file

03/23/2005

__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) Exercise of stock option under the Company's 1994 Stock Option Plan in a transaction exempt under Rule 16B.
- (2) On March 22, 2004, the Trustee for the Company's 401(k) Plan liquidated these shares as per the instructions given to them by Mr. Goehring.

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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