

BERRY PETROLEUM CO
Form 4
March 30, 2006

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 *
BUSCH RALPH B III

(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)

03/28/2006

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)

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)
Class A Common Stock	03/28/2006		S	2,500	D \$ 70.5808	76,189	D
Class A Common Stock	03/29/2006		J ⁽⁴⁾	1,000	D \$ 0	48,875	I
Class A Common						64,020	I

(1) As
Co-Trustee
of a
Charitable
Remainder
Trust

(2) As
Co-Trustee

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Stock				of shares held in a trust at Union Bank of California
Class A Common Stock	4,000	I		Busch Family Foundation

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)	Am or Nun of Sha
						Date Exercisable Expiration Date	Title	
				Code V (A) (D)				
Phantom Stock Units ⁽²⁾	\$ 0 ⁽¹⁾					08/08/1988 ⁽²⁾ 08/08/1988 ⁽²⁾	Class A Common Stock	6,
Non-Statutory Stock Option (NSO) ⁽³⁾	\$ 15.69					12/02/2000 12/02/2010	Class A Common Stock	5,
Non-Statutory Stock Option (NSO) ⁽³⁾	\$ 15.45					12/02/2001 12/02/2011	Class A Common Stock	5,
Non-Statutory Stock Option (NSO) ⁽³⁾	\$ 16.14					12/02/2002 12/02/2012	Class A Common Stock	5,
Non-Statutory Stock Option	\$ 19.22					12/02/2003 12/02/2013	Class A Common	5,

(NSO) ⁽³⁾

Non-Statutory

Stock Option \$ 43.54

(NSO) ⁽³⁾

Non-Statutory

Stock Option \$ 61.29

(NSO) ⁽³⁾

Stock

Class A

Common 5,

Stock

Class A

Common 5,

Stock

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

BUSCH RALPH B III

C/O BERRY PETROLEUM COMPANY

5201 TRUXTUN AVE., SUITE 300

BAKERSFIELD, CA 93309

X

Signatures

Kenneth A. Olson under POA for Ralph B.

Busch III.

03/30/2006

**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 issued under the terms of the Plan upon resignation from the Board.

(3) NSO - Right to buy Berry Petroleum Company Class A Common Stock

(4) Required distribution from a charitable trust as per terms of trust document.

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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