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BERRY PET Form 4 June 29, 200	TROLEUM CO 7										
FORM									OMB	APPROVAL	
	UNITEDS	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								3235-0287	
Check th if no long	or		Expires:	January 31,							
subject to Section 1 Form 4 o Form 5 obligatio	6. r Filed purs	STATEMENT OF CHANGES IN BENEFICIAL OWN SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange							Estimate burden h response	•	
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940 1(b).											
(Print or Type I	Responses)										
1. Name and A BUSCH RA	ddress of Reporting P LPH B III	S	Symbol	Name and			-	5. Relationship Issuer	of Reporting I	Person(s) to	
(Lost)	(Eirct) (M					U [D	KI]	(Ch	eck all applica	ible)	
(Mon			3. Date of Earliest Transaction Month/Day/Year) 06/29/2007					Director 10% Owner Officer (give title Other (specify below)			
	(Street)	4	4. If Ame	ndment, Da	ate Origina	1		6. Individual or	Joint/Group F	iling(Check	
Filed(Mon BAKERSFIELD, CA 93309				th/Day/Year	r)			Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
(City)		Zip)	Tabl	e I - Non-I	Derivative	Secur	ities A	Person cquired, Disposed	of, or Benefic	cially Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution I any	Date, if	Code	4. Securi onAcquired Disposed (Instr. 3	(A) o of (D)	5. Amount of Securities Beneficially Owned	6. Ownership Form: Direct (D) or		
		(Month/Da	y/ I cal)	(IIISU: 0)	(insu: 5,	(A) or	5)	Following Reported Transaction(s)	Indirect (I) (Instr. 4)	Ownership (Instr. 4)	
				Code V	Amount	(D)	Price	(Instr. 3 and 4)			
Class A Common Stock								144,078	D		
Class A Common Stock								90,000	Ι	As Co-Trustee of Charitable Trust	
Class A Common Stock								127,265	Ι	As Co-Trustee of Union Bank Trust Shares	

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Class A			Busch
Common	7,500	Ι	Family
Stock			Foundation

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.

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. Transacti Code (Instr. 8)	onof De Se Ac (A Di of (Ir	Numl erivati curitic quire) or spose (D) astr. 3 d 5)	ive es xd	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(4	A) ((D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Nonstatutory Stock Options	\$ 7.8438							12/02/2000	12/02/2010	Class A Common Stock	10,000
Nonstatutory Stock Options	\$ 7.725							12/02/2001	12/02/2011	Class A Common Stock	10,000
Nonstatutory Stock Options	\$ 8.07							12/02/2002	12/02/2012	Class A Common Stock	10,000
Nonstatutory Stock Options	\$ 9.61							12/02/2003	12/02/2013	Class A Common Stock	10,000
Nonstatutory Stock Options	\$ 21.77							12/02/2004	12/02/2014	Class A Common Stock	10,000
Nonstatutory Stock Option	\$ 30.645							12/15/2005	12/15/2015	Class A Common Stock	10,000
Nonstatutory Stock Option	\$ 32.565							12/15/2006	12/14/2016	Class A Common Stock	10,000

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Phantom Stock Units	\$ 0 <u>(1)</u>	06/29/2007	А	327	08/08/1988	08/08/1988	Class A Common Stock	327

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

BUSCH RALPH B III C/O BERRY PETROLEUM COMPANY 5201 TRUXTUN BAKERSFIELD, CA 93309

Signatures

Kenneth A Olson under POA for Ralph Busch 06/29/2007

**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) Phantom Stock Units acquired under the Company's Non-Employee Director Deferred Compensation Plan in a transaction exempt under Rule 16b-3(c). Shares of Common Stock are issued under terms of the Plan upon resignation from the board of directors.

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.