

BERRY PETROLEUM CO
Form 4/A
January 17, 2008

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
BUSCH RALPH B III

(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)
12/20/2007

4. If Amendment, Date Original Filed(Month/Day/Year)
01/03/2008

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				(A) or (D) Price	90,000	I	As Co-Trustee of Charitable Trust
Class A Common Stock				(A) or (D) Price	126,665	I	As Co-Trustee of Union Bank Trust Shares
Class A Common Stock				(A) or (D) Price	7,500	I	Busch Family Foundation

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Class A Common Stock	12/20/2007	G ⁽³⁾ V 532 ⁽⁴⁾ A	\$ 0 532	I	As Custodian for Minor Children
Class A Common Stock	12/20/2007	G ⁽⁵⁾ V 160 ⁽⁶⁾ A	\$ 0 144,238	D	

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 of Underlying Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Am or Num of S
Nonstatutory Stock Options	\$ 7.8438					12/02/2000	12/02/2010	Class A Common Stock	10
Nonstatutory Stock Options	\$ 7.725					12/02/2001	12/02/2011	Class A Common Stock	10
Nonstatutory Stock Options	\$ 8.07					12/02/2002	12/02/2012	Class A Common Stock	10
Nonstatutory Stock Options	\$ 9.61					12/02/2003	12/02/2013	Class A Common Stock	10
Nonstatutory Stock Options	\$ 21.77					12/02/2004	12/02/2014	Class A Common Stock	10
Nonstatutory Stock Option	\$ 30.645					12/15/2005	12/15/2015	Class A Common Stock	10

Instrument	Value	Grant Date	Expiration Date	Class	Quantity
Nonstatutory Stock Option	\$ 32.565		12/15/2006 12/14/2016	Class A Common Stock	10
2007 Restricted Stock Unit	\$ 0		01/01/2008 ⁽¹⁾ 12/13/2017 ⁽²⁾	Class A Common Stock	1
NSO 2007	\$ 43.61		12/14/2007 12/13/2017	Class A Common Stock	3
Phantom Stock Units	\$ 0 ⁽⁷⁾	12/31/2007	J 331 08/08/1988 08/08/1988	Class A Common Stock	3

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 01/17/2008

**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) The RSU granted is 100% vested at the date of grant but the receipt of shares are subject to a deferral period which is generally at least four years from the grant date as per the deferral election.
- (2) The RSU is subject to a deferral election. Shares of Class A Common Stock will be delivered to the reporting person as per the terms of the deferral election.
- (3) Shares gifted to minor children with Mr. Busch as custodian
- (4) Shares gifted to Mr. Busch as custodian for minor children
- (5) Gifted Shares
- (6) Gifted Shares
- (7) 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.

Remarks:

This amended Form 4 filing is being filed to add in the 10,000 Non-Statutory Stock Options from 12-2-2003 which were inad

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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