

BERRY PETROLEUM CO
Form 4
June 26, 2008

FORM 4

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

OMB APPROVAL

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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 *
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)
06/24/2008

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)
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 (A) or (D) Price			
Class A Common Stock					4,902	I	Held in 401(k) Plan
Class A Common Stock	06/24/2008		M	7,020 A \$ 30.645	75,006	D	
Class A Common Stock	06/24/2008		S	200 D \$ 61.83	74,806	D	
Class A Common	06/24/2008		S	100 D \$ 61.82	74,706	D	

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Stock							
Class A Common Stock	06/24/2008	S	100	D	\$ 61.8	74,606	D
Class A Common Stock	06/24/2008	S	200	D	\$ 61.78	74,406	D
Class A Common Stock	06/24/2008	S	300	D	\$ 61.77	74,106	D
Class A Common Stock	06/24/2008	S	400	D	\$ 61.76	73,706	D
Class A Common Stock	06/24/2008	S	400	D	\$ 61.75	73,306	D
Class A Common Stock	06/24/2008	S	100	D	\$ 61.74	73,206	D
Class A Common Stock	06/24/2008	S	200	D	\$ 61.73	73,006	D
Class A Common Stock	06/24/2008	S	100	D	\$ 61.72	72,906	D
Class A Common Stock	06/24/2008	S	800	D	\$ 61.71	72,106	D
Class A Common Stock	06/24/2008	S	200	D	\$ 61.7	71,906	D
Class A Common Stock	06/24/2008	S	300	D	\$ 61.69	71,606	D
Class A Common Stock	06/24/2008	S	530	D	\$ 61.67	71,076	D
Class A Common Stock	06/24/2008	S	400	D	\$ 61.66	70,676	D
Class A Common Stock	06/24/2008	S	300	D	\$ 61.65	70,376	D

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Class A Common Stock	06/24/2008	S	600	D	\$ 61.64	69,776	D
Class A Common Stock	06/24/2008	S	390	D	\$ 61.63	69,386	D
Class A Common Stock	06/24/2008	S	200	D	\$ 61.62	69,186	D
Class A Common Stock	06/24/2008	S	200	D	\$ 61.61	68,986	D
Class A Common Stock	06/24/2008	S	600	D	\$ 61.6	68,386	D
Class A Common Stock	06/24/2008	S	400	D	\$ 61.59	67,986	D

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.

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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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Nonstatutory Stock Option 11-23-04	\$ 21.58					11/23/2005 11/23/2014	Class A Common Stock 17,500
2005 Restricted Stock Units <u>(1)</u>	\$ 0 <u>(2)</u>					<u>(3)</u> <u>(4)</u>	Class A Common Stock 5,000

