#### **BUSCH RALPH B III**

Form 4

February 20, 2009

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

2. Issuer Name and Ticker or Trading

OMB Number:

**OMB APPROVAL** 

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

January 31, 2005

0.5

Estimated average burden hours per

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box

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 may continue. 30(h) of the Investment Company Act of 1940

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

BUSCH RALPH B III			Symbol BERRY PETROLEUM CO [BRY]				BRY]	Issuer (Check all applicable)			
(Last) (First) (Middle)  C/O BERRY PETROLEUM  COMPANY 5201 TRUXTUN			3. Date of Earliest Transaction (Month/Day/Year) 02/18/2009					Check all applicable)  Director 10% Owner Officer (give title below) Other (specify below)			
BAKER	(Street) SFIELD, CA 9330	9	4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Tabl	le I - Non-D	Derivative	Secur	ities A	cquired, Disposed	l of, or Benefic	ially Owned	
1.Title of Security (Instr. 3)	2. Transaction Day (Month/Day/Yea	r) Execution	emed on Date, if /Day/Year)	Code (Instr. 8)	4. Securion OnAcquired Disposed (Instr. 3,	(A) o of (D	)	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)	
Stock Class A Common Stock	1							90,000	I	As Co-Trustee of Charitable Trust	
Class A Common Stock	1							125,665	I	As Co-Trustee of Union Bank Trust Shares	

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Class A			Busch
Common	7,000	I	Family
Stock			Foundation
Class A Common Stock	10,432	I	As Custodian for Minor Children
Reminder: Report on a separate line for each class of securities b	peneficially owned directly or indirectly.		
	Persons who respond to the co	llection of	SEC 1474

information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(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)	Code	5. NumbiorDerivati Securitic Acquire or Dispo (D) (Instr. 3, and 5)	ive ies ed (A) osed of	Date (Month/Day/Year	ble and Expiration	7. Title and A Underlying So (Instr. 3 and 4
				Code V	' (A)	(D)		Expiration Date	Title
Nonstatutory Stock Options 12-2-2000	\$ 7.8438						12/02/2000	12/02/2010	Class A Common Stock
Nonstatutory Stock Options 12-2-01	\$ 7.725						12/02/2001	12/02/2011	Class A Common Stock
Nonstatutory Stock Options 12-2-02	\$ 8.07						12/02/2002	12/02/2012	Class A Common Stock
Nonstatutory Stock Options 12-2-03	\$ 9.61						12/02/2003	12/02/2013	Class A Common Stock
Nonstatutory Stock Options 12-2-04	\$ 21.77						12/02/2004	12/02/2014	Class A Common Stock

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Nonstatutory Stock Option 12-15-05	\$ 30.645				12/15/2005	12/15/2015	Class A Common Stock
Nonstatutory Stock Option 12-15-06	\$ 32.565				12/15/2006	12/14/2016	Class A Common Stock
2007 Restricted Stock Unit (1)	\$ 0				01/01/2008(2)	12/13/2017(3)	Class A Common Stock
NSO 2007	\$ 43.61				12/14/2007	12/13/2017	Class A Common Stock
Phantom Stock Units	\$ 0 (4)	02/18/2009	A	15,480	08/08/1988	08/08/1988	Class A Common Stock

# **Reporting Owners**

Reporting Owner Name / Address

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
02/20/2009

\*\*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) 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.
- (3) 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.
- (4) 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.

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