

BERRY PETROLEUM CO
Form 4
March 30, 2006

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
MAGRUDER LOGAN

(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)
Executive Vice President

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 Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Class A Common Stock	03/28/2006		S	D	200	\$ 70.72	6,200 D
Class A Common Stock	03/28/2006		S	D	300	\$ 70.71	5,900 D
Class A Common Stock	03/28/2006		S	D	100	\$ 70.69	5,800 D
Class A Common Stock	03/28/2006		S	D	100	\$ 70.69	5,700 D

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Common Stock						70.68		
Class A Common Stock	03/28/2006	S	500	D	\$ 70.67	5,200	D	
Class A Common Stock	03/28/2006	S	700	D	\$ 70.66	4,500	D	
Class A Common Stock	03/28/2006	S	400	D	\$ 70.65	4,100	D	
Class A Common Stock	03/28/2006	S	200	D	\$ 70.63	3,900	D	
Class A Common Stock	03/28/2006	S	400	D	\$ 70.62	3,500	D	
Class A Common Stock	03/28/2006	S	900	D	\$ 70.61	2,600	D	
Class A Common Stock	03/28/2006	S	700	D	\$ 70.6	1,900	D	
Class A Common Stock	03/28/2006	S	1,400	D	\$ 70.1	500	D	
Class A Common Stock						886	I	Held in 401(k) Plan

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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(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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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of (D)
(Instr. 3,
4, and 5)

	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Nonstatutory Stock Option (Right to Buy) NSO					08/29/2004	08/29/2013	Class A Common Stock	30,000
\$ 15.48								
Nonstatutory Stock Option (Right to Buy) NSO					12/05/2004	12/05/2013	Class A Common Stock	20,000
\$ 19.94								
Nonstatutory Stock Option (Right to Buy) NSO					11/23/2005	11/23/2014	Class A Common Stock	35,000
\$ 43.16								
Nonstatutory Stock Option (Right to Buy) NSO					12/15/2006	12/15/2015	Class A Common Stock	25,000
\$ 61.29								
Restricted Stock Units (RSU) ⁽¹⁾					<u>(2)</u>	<u>(2)</u>	Class A Common Stock	5,000
\$ 0 ⁽¹⁾								

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MAGRUDER LOGAN C/O BERRY PETROLEUM COMPANY 5201 TRUXTUN AVE., SUITE 300 BAKERSFIELD, CA 93309			Executive Vice President	

Signatures

Kenneth A. Olson under Power of Attorney on file for Logan Magruder

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) Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock.
- (2)

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The restricted stock units vest in four equal annual installments beginning December 15, 2006. Shares of Class A Common Stock will be delivered to the reporting person at the time of vesting.

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.