### BERRY PETROLEUM CO

Form 4

September 28, 2005

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

OMB 3235-0287

**OMB APPROVAL** 

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Number: January 31, Expires:

2005

Section 16. Form 4 or Form 5 obligations

**SECURITIES** 

Estimated average burden hours per response... 0.5

may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* REHKOPF BRIAN L

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol BERRY PETROLEUM CO [BRY]

(Check all applicable)

(Last)

(First) (Middle) 3. Date of Earliest Transaction

(Month/Day/Year)

09/26/2005

Director 10% Owner X\_ Officer (give title Other (specify

Vice President of Engineering

below)

C/O BERRY PETROLEUM COMPANY, 5201 TRUXTUN

(Street)

(State)

(Zip)

**AVE., SUITE 300** 

(City)

4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

below)

BAKERSFIELD, CA 93309

(5)	(~)	Table 1 - 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. Transactic Code (Instr. 8)	4. Securit onor Dispos (Instr. 3,	ed of	` ′	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	09/26/2005		M <u>(1)</u>	10,000	A	\$ 19.375	29,070	D		
Class A Common Stock	09/26/2005		F <u>(1)</u>	6,189	D	\$ 65.1	22,881	D		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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### 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. 5. Number of TransactionDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amour Underlying Securit (Instr. 3 and 4)		
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Nonstatutory Stock Option (Right to Buy) NSO	\$ 19.375	09/26/2005		M <u>(1)</u>		10,000	12/05/1998	12/05/2007	Class A Common Stock	10,0
Nonstatutory Stock Option (Right to Buy) NSO	\$ 12.5						12/04/1999	12/04/2008	Class A Common Stock	10,0
Nonstatutory Stock Option (Right to Buy) NSO	\$ 15.69						12/02/2001	12/02/2010	Class A Common Stock	20,0
Nonstatutory Stock Option (Right to Buy) NSO	\$ 16.3						12/07/2002	12/07/2011	Class A Common Stock	20,0
Nonstatutory Stock Option (Right to Buy) NSO	\$ 16.5						12/06/2003	12/06/2012	Class A Common Stock	7,5
Nonstatutory Stock Option (Right to Buy) NSO	\$ 19.94						12/05/2004	12/05/2013	Class A Common Stock	20,0
Nonstatutory Stock Option (Right to Buy) NSO	\$ 43.16						11/23/2005	11/23/2014	Class A Common Stock	20,0

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# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

REHKOPF BRIAN L C/O BERRY PETROLEUM COMPANY 5201 TRUXTUN AVE., SUITE 300 BAKERSFIELD, CA 93309

Vice President of Engineering

# **Signatures**

Kenneth A. Olson under Power of Attorney on file 09/28/2005

\*\*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) Exercise of Stock Options under the Company's 1994 Stock Option Plan in a transaction exempt under Rule 16b.

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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