BERRY PETROLEUM CO

Form 4

March 16, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations 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 * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading CRAWFORD GEORGE T Issuer Symbol BERRY PETROLEUM CO [BRY] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner Other (specify X_ Officer (give title C/O BERRY PETROLEUM 03/14/2006 below) COMPANY, 5201 TRUXTUN Vice President **AVE., SUITE 300** (Street) 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 BAKERSFIELD, CA 93309 (City) (State) (Zip) 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. Transactio Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(11011)	(11341 1)
Class A Common Stock	03/14/2006		S	100	D	\$ 68.38	3,722	D	
Class A Common Stock	03/14/2006		S	722	D	\$ 68.37	3,000	D	
Class A Common Stock							909	I	Held in 401(k) Plan

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

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SEC 1474 (9-02)

$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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. TransactionNumber Code of (Instr. 8) 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 (Right to Buy) NSO	\$ 12.5					12/04/1999	12/04/2008	Class A Common Stock	10,000
Nonstatutory Stock Option (Right to Buy) NSO	\$ 15.69					12/02/2001	12/02/2010	Class A Common Stock	20,000
Nonstatutory Stock Option (Right to Buy) NSO	\$ 16.3					12/07/2002	12/07/2011	Class A Common Stock	20,000
Nonstatutory Stock Option (Right to Buy) NSO	\$ 16.5					12/06/2003	12/06/2012	Class A Common Stock	15,000
Nonstatutory Stock Option (Right to Buy) NSO	\$ 19.94					12/05/2004	12/05/2013	Class A Common Stock	20,000
Nonstatutory Stock Option (Right to Buy) NSO	\$ 43.16					11/23/2005	11/23/2014	Class A Common Stock	20,000
Nonstatutory Stock Option	\$ 61.29					12/15/2006	12/15/2015	Class A Common	10,000

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(Right to Buy) NSO			Stock	
Restricted Stock Units (RSU) (2)	\$ 0 (2)	<u>(1)</u> <u>(1</u>	Class A Common Stock	2,500

President

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

CRAWFORD GEORGE T

C/O BERRY PETROLEUM COMPANY

Vice

5201 TRUXTUN AVE., SUITE 300 BAKERSFIELD, CA 93309

Signatures

Kenneth A. Olson under Power of Attorney on file 03/16/2006

**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) Between December 16, 2005 and December 30, 2005 the reporting person acquired shares of Berry Petroleum Company Common Stock in the Company's 401(k) Plan. All transactions were at market value and were non-discretionary.
- (2) Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock.

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Reporting Owners 3