BERRY PETROLEUM CO

Form 4 March 31, 2006

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

obligations 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).

Form 5

(Print or Type Responses)

1. Name and Address of Reporting Person * Kelso Bruce S

2. Issuer Name and Ticker or Trading Symbol

BERRY PETROLEUM CO [BRY]

5. Relationship of Reporting Person(s) to

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Issuer

(Last)

(First)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year)

(Check all applicable)

C/O BERRY PETROLEUM COMPANY, 5201 TRUXTUN

AVE., SUITE 300

03/29/2006

Director 10% Owner _X__ Officer (give title Other (specify below)

Vice President

(Street)

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

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. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)			
Class A Common Stock	03/29/2006		M(3)	500	A	\$ 19.94	500	D		
Class A Common Stock	03/29/2006		M <u>(3)</u>	3,750	A	\$ 43.16	4,250	D		
Class A Common Stock	03/29/2006		S	100	D	\$ 71.03	4,150	D		
Class A	03/29/2006		S	4,150	D	\$ 71	0	D		

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Common Stock

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

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SEC 1474

(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 proof 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 Underlying Securitie (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Sha
Nonstatutory Stock Option (Right to Buy) NSO	\$ 17.9						08/23/2004	08/23/2013	Class A Common Stock	5,00
Nonstatutory Stock Option (Right to Buy) NSO	\$ 19.94	03/29/2006		M(3)		500	12/05/2004	12/05/2013	Class A Common Stock	500
Nonstatutory Stock Option (Right to Buy) NSO	\$ 43.16	03/29/2006		M(3)		3,750	11/23/2005	11/23/2014	Class A Common Stock	3,75
Nonstatutory Stock Option (Right to Buy) NSO	\$ 61.29						12/15/2006	12/15/2015	Class A Common Stock	10,00
Nonstatutory Stock Option (Right to Buy) NSO	\$ 68.12						03/22/2009	03/21/2016	Class A Common Stock	20,00

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Restricted Stock Units $\$ 0 \ \underline{^{(1)}}$ Class A Common 2,50 (RSU) $\underline{^{(1)}}$ Stock

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Kelso Bruce S

C/O BERRY PETROLEUM COMPANY

5201 TRUXTUN AVE., SUITE 300

President

Signatures

BAKERSFIELD, CA 93309

Kenneth A. Olson under Power of Attorney on file for Bruce S.

Kelso

03/31/2006

**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) 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.
- (3) 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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