BERRY PETROLEUM CO
Form FWP
October 19, 2006

Issuer Free Writing Prospectus
Filed pursuant to Rule 433
Registration Statement No. 333-135055

BERRY PETROLEUM COMPANY
8.25% Senior Subordinated Notes due 2016
Pricing Term Sheet
October 18, 2006

The following information supplements the preliminary prospectus supplement dated October 6, 2006 to the prospectus dated June 15, 2006.

Issuer:		Berry Petroleum Company	
Security Description:		Senior Subordinated Notes	
Distribution:		SEC Registered	
Face:		$200,000,000	
Gross Proceeds:		$200,000,000	
Net Proceeds to Issuer (before expenses)		$196,000,000	
Coupon:		8.25%	
Maturity:		November 1, 2016	
Offering Price:		100.000%	
Yield to Maturity:		8.25%	
Spread to Treasury:		+349bps	
Benchmark:		T 4.875% due 8/15/2016	
Ratings:		B3/B	
Interest Pay Dates:		November 1 and May 1	
Beginning:		May 1, 2007	
Clawback:		Up to 35% at 108.25%	
Until:		November 1, 2009	
Optional redemption:		Makewhole call @ T+50bps prior to November 1, 2011, then:	
		On or after:	**Price:**
		November 1, 2011	104.125%
		November 1, 2012	102.750%
		November 1, 2013	101.375%
		November 1, 2014 and thereafter	100.000%
Change of control:		Put @ 101% of principal plus accrued interest	
Trade Date:		October 18, 2006	
Settlement Date:	(T+4)	October 24, 2006	
CUSIP:		085789AC9	
ISIN:		US085789AC95	
Denominations:		2,000x1,000	
Bookrunners:		JPMorgan	
		Citigroup	
		Wells Fargo Securities	
		Goldman, Sachs & Co.	
Co-Managers:		SOCIETE GENERALE	
		BNP PARIBAS	
		Wedbush Morgan Securities Inc.	
		Comerica Securities	
		Piper Jaffray	
		First Albany Capital	

As a result of the final determination of the coupon for the 8.25% Senior Subordinated Notes due 2016, set forth below is a revised version of the table under the caption Ratio of earnings to fixed charges in the preliminary prospectus supplement dated October 6, 2006 to the prospectus dated June 15, 2006, which has been revised to reflect the pro forma ratio of earnings to fixed charges based on the coupon set forth above:

Pro Forma Ratio of Earnings to Fixed Charges

	Pro forma year ended December 31,	**Pro forma six months ended June 30,**
($ in thousands)	**2005**	**2006**
Total earnings	$ 169,115	$ 99,440
Fixed charges, as above	6,256	6,923
Adjustments:		
Estimated net increase in interest expense from refinancing	5,313	1,188
Total pro forma fixed charges	11,569	8,111
Pro forma ratio of earnings to fixed charges	14.62x	12.26x

The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement, the prospectus supplement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at www.sec.gov. Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling toll-free 1-800-245-8812.