

BERRY PETROLEUM CO

Form 4

January 04, 2005

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
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

OMB APPROVAL

OMB
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(Print or Type Responses)

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

(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)

12/31/2004

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
Vice President of Engineering

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock				(A) or (D)			
			Code	V	Amount	(D)	Price
Class A Common Stock	12/31/2004 ⁽¹⁾		J	V	5	D	\$ 0 (1)
					26,987	D	
					1,978	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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information contained in this form are not
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SEC 1474
(9-02)

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. Transaction Code (Instr. 8)	5. Number of 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	\$ 15.5					06/02/1998 06/02/2007	Class A Common Stock 30,000
Nonstatutory Stock Option (Right to Buy) NSO	\$ 19.375					12/05/1998 12/05/2007	Class A Common Stock 10,000
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
	\$ 43.16					11/23/2005 11/23/2014	20,000

Nonstatutory
Stock Option
(Right to
Buy) NSO

Class A
Common
Stock

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	01/04/2005
__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) The change in the number of shares in the Berry Petroleum Company Common Stock Fund in the Company's 401(k) Plan is due to the required liquidation of shares to cover the required cash portion of the fund from November 23, 2004 through December 31, 2004. All transactions were at market and no discretionary transactions have occurred in the holdings of Company Stock in the 401(k) Plan during the period covered.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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