

BERRY PETROLEUM CO

Form 4

March 11, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
BUSCH RALPH B III

(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)

03/09/2005

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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)
			Code	V	Amount	(A) or (D)	Price		
Class A Common Stock	03/09/2005		M ⁽⁵⁾		3,000	A	\$ 13.75	79,324	D
Class A Common Stock	03/09/2005		M ⁽⁵⁾		5,000	A	\$ 18.9375	84,324	D
Class A Common Stock	03/09/2005		M ⁽⁵⁾		5,000	A	\$ 14.0625	89,324	D
Class A	03/09/2005		F ⁽⁵⁾		3,285	D	\$ 62.78	86,039	D

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Common
Stock

Class A
Common
Stock

49,875

I

(1) As
Co-Trustee
of a
Charitable
Remainder
Trust

Class A
Common
Stock

66,220

I

(2) As
Co-Trustee
of shares
held in a
trust at
Union Bank
of
California

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
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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 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 A Underlying S (Instr. 3 and 4)
				Code	V	(A)	(D)	
Phantom Stock Units	\$ 0 <u>(1)</u>						08/08/1988 <u>(2)</u>	08/08/1988 <u>(3)</u> Class A Common Stock
Non-Statutory Stock Option (NSO) <u>(4)</u>	\$ 13.75	03/09/2005		M <u>(5)</u>		3,000	12/02/1996	12/02/2006 Class A Common Stock
Non-Statutory Stock Option (NSO) <u>(4)</u>	\$ 18.94	03/09/2005		M <u>(5)</u>		5,000	05/15/1998	12/02/2007 Class A Common Stock

Non-Statutory Stock Option (NSO) ⁽⁴⁾	\$ 14.0625	03/09/2005	M ⁽⁵⁾	5,000	12/02/1999	12/02/2009	Class A Common Stock
Non-Statutory Stock Option (NSO) ⁽⁴⁾	\$ 15.69				12/02/2000	12/02/2010	Class A Common Stock
Non-Statutory Stock Option (NSO) ⁽⁴⁾	\$ 15.45				12/02/2001	12/02/2011	Class A Common Stock
Non-Statutory Stock Option (NSO) ⁽⁴⁾	\$ 16.14				12/02/2002	12/02/2012	Class A Common Stock
Non-Statutory Stock Option (NSO) ⁽⁴⁾	\$ 19.22				12/02/2003	12/02/2013	Class A Common Stock
Non-Statutory Stock Option (NSO) ⁽⁴⁾	\$ 43.54				12/02/2004	12/02/2014	Class A Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BUSCH RALPH B III C/O BERRY PETROLEUM COMPANY 5201 TRUXTUN AVE., SUITE 300 BAKERSFIELD, CA 93309	X			

Signatures

Kenneth A. Olson under POA for Ralph B.
Busch III.

03/11/2005

 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) 1 for 1

(2) Phantom Stock Units acquired under the Company's Non-Employee Director Deferred Stock and Compensation Plan in a transaction exempt under Rule 16b-3(c). Shares are exercisable under the terms of the Plan upon resignation from the Board.

(3) Phantom Stock Units acquired under the Company's Non-Employee Director Deferred Stock and Compensation Plan in a transaction exempt under Rule 16b-3(c). Shares expire under the terms of the Plan upon resignation from the Board.

(4) NSO - Right to buy Berry Petroleum Company Class A Common Stock

(5) Exercise of stock option 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.

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