

BERRY PETROLEUM CO  
Form 4  
March 30, 2006

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**MAGRUDER LOGAN**

(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)  
**03/28/2006**

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)  
**Executive Vice President**

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Class A Common Stock	03/28/2006		S		200 D \$ 70.72	6,200	D
Class A Common Stock	03/28/2006		S		300 D \$ 70.71	5,900	D
Class A Common Stock	03/28/2006		S		100 D \$ 70.69	5,800	D
Class A Common Stock	03/28/2006		S		100 D \$	5,700	D

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Common Stock						70.68		
Class A Common Stock	03/28/2006	S	500	D	\$ 70.67	5,200	D	
Class A Common Stock	03/28/2006	S	700	D	\$ 70.66	4,500	D	
Class A Common Stock	03/28/2006	S	400	D	\$ 70.65	4,100	D	
Class A Common Stock	03/28/2006	S	200	D	\$ 70.63	3,900	D	
Class A Common Stock	03/28/2006	S	400	D	\$ 70.62	3,500	D	
Class A Common Stock	03/28/2006	S	900	D	\$ 70.61	2,600	D	
Class A Common Stock	03/28/2006	S	700	D	\$ 70.6	1,900	D	
Class A Common Stock	03/28/2006	S	1,400	D	\$ 70.1	500	D	
Class A Common Stock						886	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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(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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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of (D)  
(Instr. 3,  
4, and 5)

Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				08/29/2004	08/29/2013	Class A Common Stock	30,000
				12/05/2004	12/05/2013	Class A Common Stock	20,000
				11/23/2005	11/23/2014	Class A Common Stock	35,000
				12/15/2006	12/15/2015	Class A Common Stock	25,000
				(2)	(2)	Class A Common Stock	5,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MAGRUDER LOGAN C/O BERRY PETROLEUM COMPANY 5201 TRUXTUN AVE., SUITE 300 BAKERSFIELD, CA 93309			Executive Vice President	

## Signatures

Kenneth A. Olson under Power of Attorney on file for Logan Magruder

03/30/2006

\_\_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)

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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.

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