

BERRY PETROLEUM CO  
Form 4  
March 24, 2005

**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 \*  
**BERRY WILLIAM F**

(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)  
**03/22/2005**

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 or Price   |  |   |           |   |            |
| Class A Common Stock            | 03/22/2005                           |  | M <sup>(2)</sup>               |   | 3,000<br>(2)  | A  | \$ 13.75  | 1,434,000 | D |            |
| Class A Common Stock            | 03/22/2005                           |  | F <sup>(2)</sup>               |   | 736<br>(2)  | D  | \$ 56.03  | 1,433,264 | D |            |
| Class A Common Stock            | 03/22/2005                           |  | G                              |   | 2,264<br>(3)  | D  | \$ 0<br>(3)   | 1,431,000 | D |            |
| Class A                         |                                      |  |                                |   |   |  |   | 34,722    | I | As Trustee |

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Common  
Stock

for Berry  
Children's  
Trust

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 of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 7. Title and Amount of Underlying Security (Instr. 3 and 4) | Amount or Number of Shares |
|---|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|----------------------------|
|   |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date | Title   |                            |
| Non-Statutory Stock Option (NSO) <sup>(1)</sup> | \$ 13.75   | 03/22/2005                           |  | M <sup>(2)</sup>               | 3,000   | 12/02/1996   | 12/02/2006      | Class A Common Stock  | 3,000                      |
| Non-Statutory Stock Option (NSO) <sup>(1)</sup> | \$ 18.94   |                                      |  |                                |   | 05/15/1998   | 12/02/2007      | Class A Common Stock  | 5,000                      |
| Non-Statutory Stock Option (NSO) <sup>(1)</sup> | \$ 12.625  |                                      |  |                                |   | 12/02/1998   | 12/02/2008      | Class A Common Stock  | 5,000                      |
| Non-Statutory Stock Option (NSO) <sup>(1)</sup> | \$ 14.0625   |                                      |  |                                |   | 12/02/1999   | 12/02/2009      | Class A Common Stock  | 5,000                      |
| Non-Statutory Stock Option (NSO) <sup>(1)</sup> | \$ 15.69   |                                      |  |                                |   | 12/02/2000   | 12/02/2010      | Class A Common Stock  | 5,000                      |
| Non-Statutory Stock Option (NSO) <sup>(1)</sup> | \$ 15.45   |                                      |  |                                |   | 12/02/2001   | 12/02/2011      | Class A Common Stock  | 5,000                      |
| Non-Statutory Stock Option (NSO) <sup>(1)</sup> | \$ 16.14   |                                      |  |                                |   | 12/02/2002   | 12/02/2012      | Class A Common Stock  | 5,000                      |

|  |          |            |            |                            |     |
|--|----------|------------|------------|----------------------------|-----|
| Non-Statutory<br>Stock Option (NSO) <sup>(1)</sup> | \$ 19.22 | 12/02/2003 | 12/02/2013 | Class A<br>Common<br>Stock | 5,0 |
| Non-Statutory<br>Stock Option (NSO) <sup>(1)</sup> | \$ 43.54 | 12/02/2004 | 12/02/2014 | Class A<br>Common<br>Stock | 5,0 |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| BERRY WILLIAM F<br>C/O BERRY PETROLEUM COMPANY<br>5201 TRUXTUN AVE., SUITE 300<br>BAKERSFIELD, CA 93309 | X             |           |         |       |

## Signatures

|  |                     |
|--|---------------------|
| Kenneth A. Olson under POA for William F.<br>Berry | 03/24/2005          |
| <small>**Signature of Reporting Person</small>     | <small>Date</small> |

## 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) NSO - Right to buy Berry Petroleum Company Class A Common Stock
- (2) Exercise of Stock Options under the Company's 1994 Stock Option Plan in a transaction exempt under Rule 16b.
- (3) Shares were gifted to his adult children and their grandchildren. Mr. Berry will not retain any voting or investment authority for these shares.

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.