

BERRY PETROLEUM CO  
Form 4  
June 23, 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 \*  
**BERRY WILLIAM F**

(Last) (First) (Middle)

**C/O BERRY PETROLEUM  
COMPANY 5201 TRUXTUN**

(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)  
**06/21/2006**

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)

Retired Board 5-17-06

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)
Class A Common Stock					69,444	I	As Trustee for Berry Childrens Trust
Class A Common Stock	06/21/2006		M	10,000 A	\$ 9.4688 2,872,000	D	
Class A Common Stock	06/21/2006		M	10,000 A	\$ 6.3125 2,882,000	D	
	06/21/2006		M	10,000 A	2,892,000	D	

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Class A Common Stock						\$ 7.0313		
Class A Common Stock	06/21/2006		M	10,000	A	\$ 7.8438	2,902,000	D
Class A Common Stock	06/21/2006		M	10,000	A	\$ 7.725	2,912,000	D
Class A Common Stock	06/21/2006		M	10,000	A	\$ 8.07	2,922,000	D
Class A Common Stock	06/21/2006		M	10,000	A	\$ 9.61	2,932,000	D
Class A Common Stock	06/21/2006		M	10,000	A	\$ 21.77	2,942,000	D
Class A Common Stock	06/21/2006		F	27,796	D	\$ 28	2,914,204	D

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 Underlying Security (Instr. 3 and 4)	Amount or Number of Shares	
Nonstatutory Stock Option	\$ 30.645					Date Exercisable 12/15/2005	Expiration Date 01/17/2007	Class A Common Stock	10,000
Nonstatutory Stock Option	\$ 6.3125	06/21/2006		M	10,000	12/02/1998	08/15/2006	Class A Common	10,000



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- (5) Exercise of Stock Options under the Company's equity plans in a transaction exempt under Rule 16b.
- (6) Exercise of Stock Options under the Company's equity plans in a transaction exempt under Rule 16b.
- (7) Exercise of Stock Options under the Company's equity plans in a transaction exempt under Rule 16b.
- (8) Exercise of Stock Options under the Company's equity plans in a transaction exempt under Rule 16b.

### **Remarks:**

All amounts and quantities have been adjusted for the Company's 2-for-1 stock split to shareholders of record on May 17, 200

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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