

BERRY PETROLEUM CO  
Form 4/A  
November 07, 2007

**FORM 4**

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

OMB APPROVAL

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**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 \*  
**GOEHRING RALPH J**

(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)  
**11/02/2007**

4. If Amendment, Date Original Filed(Month/Day/Year)  
**11/06/2007**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_\_ Other (specify below)  
**Executive VP and CFO**

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            | 11/02/2007                           |  | M                              |   | 15,000 A \$ 9.97  | 80,474   | D   |
| Class A Common Stock            | 11/02/2007                           |  | S                              |   | 200 D \$ 45.59  | 80,274   | D   |
| Class A Common Stock            | 11/02/2007                           |  | S                              |   | 100 D \$ 45.55  | 80,174   | D   |
| Class A Common                  | 11/02/2007                           |  | S                              |   | 100 D \$ 45.51  | 80,074   | D   |

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|                            |            |   |       |   |          |        |   |
|----------------------------|------------|---|-------|---|----------|--------|---|
| Stock                      |            |   |       |   |          |        |   |
| Class A<br>Common<br>Stock | 11/02/2007 | S | 300   | D | \$ 45.5  | 79,774 | D |
| Class A<br>Common<br>Stock | 11/02/2007 | S | 400   | D | \$ 45.49 | 79,374 | D |
| Class A<br>Common<br>Stock | 11/02/2007 | S | 1,200 | D | \$ 45.48 | 78,174 | D |
| Class A<br>Common<br>Stock | 11/02/2007 | S | 600   | D | \$ 45.47 | 77,574 | D |
| Class A<br>Common<br>Stock | 11/02/2007 | S | 300   | D | \$ 45.46 | 77,274 | D |
| Class A<br>Common<br>Stock | 11/02/2007 | S | 1,400 | D | \$ 45.44 | 75,874 | D |
| Class A<br>Common<br>Stock | 11/02/2007 | S | 1,009 | D | \$ 45.43 | 74,865 | D |
| Class A<br>Common<br>Stock | 11/02/2007 | S | 300   | D | \$ 45.42 | 74,565 | D |
| Class A<br>Common<br>Stock | 11/02/2007 | S | 900   | D | \$ 45.41 | 73,665 | D |
| Class A<br>Common<br>Stock | 11/02/2007 | S | 100   | D | \$ 45.4  | 73,565 | D |
| Class A<br>Common<br>Stock | 11/02/2007 | S | 200   | D | \$ 45.39 | 73,365 | D |
| Class A<br>Common<br>Stock | 11/02/2007 | S | 3,100 | D | \$ 45.38 | 70,265 | D |
| Class A<br>Common<br>Stock | 11/02/2007 | S | 100   | D | \$ 45.36 | 70,165 | D |
| Class A<br>Common<br>Stock | 11/02/2007 | S | 200   | D | \$ 45.34 | 69,965 | D |

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|                            |            |  |   |       |               |             |        |       |   |                           |
|----------------------------|------------|--|---|-------|---------------|-------------|--------|-------|---|---------------------------|
| Class A<br>Common<br>Stock | 11/02/2007 |  | S | 300   | D             | \$<br>45.33 | 69,665 | D     |   |                           |
| Class A<br>Common<br>Stock | 11/02/2007 |  | S | 700   | D             | \$<br>45.32 | 68,965 | D     |   |                           |
| Class A<br>Common<br>Stock | 11/02/2007 |  | S | 345   | D             | \$<br>45.31 | 68,620 | D     |   |                           |
| Class A<br>Common<br>Stock | 11/02/2007 |  | S | 3,146 | D             | \$ 45.3     | 65,474 | D     |   |                           |
| Class A<br>Common<br>Stock | 11/02/2007 |  | J | V     | 35 <u>(7)</u> | D           | \$ 0   | 4,947 | I | Held in<br>401(k)<br>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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount<br>Underlying Security<br>(Instr. 3 and 4) |                            |                                     |
|---|--|---|---|--------------------------------------|--|--|--|----------------------------|-------------------------------------|
|   |  |   |   | Code                                 | V (A) (D)  | Date<br>Exercisable  | Expiration<br>Date   | Title                      | Amount<br>or<br>Number<br>of Shares |
| Nonstatutory<br>Stock Option                        | \$ 21.58   |   |   |                                      |  | 11/23/2005   | 11/23/2014   | Class A<br>Common<br>Stock | 70,000                              |
| Nonstatutory<br>Stock Option                        | \$ 30.645  |   |   |                                      |  | 12/15/2006   | 12/15/2015   | Class A<br>Common<br>Stock | 40,000                              |
| Restricted<br>Stock Units                           | \$ 0 <u>(1)</u>  |   |   |                                      |  | <u>(2)</u>   | <u>(3)</u>   | Class A<br>Common<br>Stock | 7,500                               |
| Nonstatutory<br>Stock Option                        | \$ 32.565  |   |   |                                      |  | 12/15/2007   | 12/14/2016   | Class A<br>Common          | 40,000                              |

