BERRY PETROLEUM CO

Form 4/A

November 07, 2007

FORM 4

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

OMB Number:

5. Relationship of Reporting Person(s) to

Issuer

3235-0287

0.5

Check this box if no longer

Expires: January 31, 2005

OMB APPROVAL

subject to Section 16. Form 4 or STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response...

Form 5 obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

Symbol

1(b).

(Print or Type Responses)

GOEHRING RALPH J

1. Name and Address of Reporting Person *

			BERRY PETROLEUM CO [BRY]				RY]	(Check all applicable)			
	(First) Y PETROLEUI Y 5201 TRUXT		3. Date of (Month/E) 11/02/2	Day/Year		ansaction			Director Officer (give below)	10%	Owner er (specify
(Street) BAKERSFIELD, CA 93309			4. If Amendment, Date Original Filed(Month/Day/Year) 11/06/2007					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Tabl	le I - No	n-D	erivative S	Securi	ties Acqu	ired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Day/Yea	r) Execution	med on Date, if Day/Year)	3. Transa Code (Instr.	8)	4. Securit n(A) or Dis (Instr. 3, 4	sposed	of (D)	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	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 Common Stock	11/02/2007	S	300	D	\$ 45.5 79,774	D
Class A Common Stock	11/02/2007	S	400	D	\$ 79,374 45.49	D
Class A Common Stock	11/02/2007	S	1,200	D	\$ 78,174 45.48	D
Class A Common Stock	11/02/2007	S	600	D	\$ 45.47 77,574	D
Class A Common Stock	11/02/2007	S	300	D	\$ 45.46 77,274	D
Class A Common Stock	11/02/2007	S	1,400	D	\$ 45.44 75,874	D
Class A Common Stock	11/02/2007	S	1,009	D	\$ 74,865	D
Class A Common Stock	11/02/2007	S	300	D	\$ 74,565 45.42	D
Class A Common Stock	11/02/2007	S	900	D	\$ 73,665 45.41	D
Class A Common Stock	11/02/2007	S	100	D	\$ 45.4 73,565	D
Class A Common Stock	11/02/2007	S	200	D	\$ 73,365 45.39	D
Class A Common Stock	11/02/2007	S	3,100	D	\$ 45.38 70,265	D
Class A Common Stock	11/02/2007	S	100	D	\$ 45.36 70,165	D
Class A Common Stock	11/02/2007	S	200	D	\$ 45.34 69,965	D

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Class A Common Stock	11/02/2007	S	300	D	\$ 45.33	69,665	D	
Class A Common Stock	11/02/2007	S	700	D	\$ 45.32	68,965	D	
Class A Common Stock	11/02/2007	S	345	D	\$ 45.31	68,620	D	
Class A Common Stock	11/02/2007	S	3,146	D	\$ 45.3	65,474	D	
Class A Common Stock	11/02/2007	J V	35 (7)	D	\$ 0	4,947	I	Held in 401(k) Plan

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 displays a currently valid OMB control number.

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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amour Underlying Securit (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amor or Numl of Sh
Nonstatutory Stock Option	\$ 21.58					11/23/2005	11/23/2014	Class A Common Stock	70,0
Nonstatutory Stock Option	\$ 30.645					12/15/2006	12/15/2015	Class A Common Stock	40,0
Restricted Stock Units	\$ 0 (1)					(2)	(3)	Class A Common Stock	7,5
Nonstatutory Stock Option	\$ 32.565					12/15/2007	12/14/2016	Class A Common	40,0

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Restricted Stock Units	\$ 0 (4)				<u>(5)</u>	<u>(6)</u>	Class A Common Stock	10,0
Nonstatutory Stock Option	\$ 9.97	11/02/2007	М	15,000	12/05/2004	12/05/2013	Class A Common Stock	15,0

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

GOEHRING RALPH J C/O BERRY PETROLEUM COMPANY 5201 TRUXTUN BAKERSFIELD, CA 93309

Executive VP and CFO

Stock

Signatures

Kenneth A Olson under POA for Ralph Goehring

**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) The restricted stock units vests 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.
- (3) The restricted stock units vests 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.
- (4) Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock
- (5) The restricted stock units vests in four equal annual installments beginning December 15, 2007. Shares of Class A Common Stock will be delivered to the reporting person at the time of vesting.
- (6) The restricted stock units vests in four equal annual installments beginning December 15, 2007. Shares of Class A Common Stock will be delivered to the reporting person at the time of vesting.
- (7) Changes in the number of shares of Common Stock held in the individuals 401(k) account due to required maintenance of cash position. All transactions were at market and non-discretionary.

Remarks:

This amended Form 4 is being filed to correct the Number of Derivative Securities Beneficially Owned Following Reported T 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.

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