BUSCH RALPH B III

Form 4 March 26, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

response...

Section 16. Form 4 or Form 5 obligations may continue.

Check this box

if no longer

subject to

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

BERRY PETROLEUM CO [BRY]

3. Date of Earliest Transaction

Symbol

1(b).

(Last)

(Print or Type Responses)

BUSCH RALPH B III

1. Name and Address of Reporting Person *

(First)

(Middle)

See Instruction

	RY PETROLEUM Y 5201 TRUXTU	03/25/2	Day/Year) 2008	Director Officer (gives)		0% Owner Other (specify
(Street) 4. If Amendment, Date Original Filed(Month/Day/Year) BAKERSFIELD, CA 93309			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) Tal	ble I - Non-Derivative Securities Acc	quired, Disposed	of, or Benefic	ially Owned
1.Title of Security (Instr. 3) Class A Common Stock	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transactior(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Price	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				90,000	I	As Co-Trustee of Charitable Trust
Class A Common Stock				126,665	I	As Co-Trustee of Union Bank Trust

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								Shares
Class A Common Stock						532	I	As Custodian for Minor Children
Class A Common Stock	03/25/2008	S	500	D	\$ 45.575	7,000	I	Busch Family Foundation

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. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Date (Month/Day/Year			7. Title and Amoun Underlying Securiti (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amor or Numl of Sh	
Nonstatutory Stock Options 12-2-2000	\$ 7.8438					12/02/2000	12/02/2010	Class A Common Stock	10,0	
Nonstatutory Stock Options 12-2-01	\$ 7.725					12/02/2001	12/02/2011	Class A Common Stock	10,0	
Nonstatutory Stock Options 12-2-02	\$ 8.07					12/02/2002	12/02/2012	Class A Common Stock	10,0	
Nonstatutory Stock Options 12-2-03	\$ 9.61					12/02/2003	12/02/2013	Class A Common Stock	10,0	

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Nonstatutory Stock Options 12-2-04	\$ 21.77	12/02/2004	12/02/2014	Class A Common Stock	10,0
Nonstatutory Stock Option 12-15-05	\$ 30.645	12/15/2005	12/15/2015	Class A Common Stock	10,0
Phantom Stock Units	\$ 0 <u>(2)</u>	08/08/1988(3)	08/08/1988(4)	Class A Common Stock	15,0
Nonstatutory Stock Option 12-15-06	\$ 32.565	12/15/2006	12/14/2016	Class A Common Stock	10,0
2007 Restricted Stock Unit	\$ 0	01/01/2008(5)	12/13/2017(6)	Class A Common Stock	1,3
NSO 2007	\$ 43.61	12/14/2007	12/13/2017	Class A Common Stock	3,9

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

BUSCH RALPH B III C/O BERRY PETROLEUM COMPANY 5201 TRUXTUN BAKERSFIELD, CA 93309

Signatures

Kenneth A Olson under POA for Ralph
Busch
03/26/2008

**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)** 1 for 1
- (**2**) 1 for 1
- (3) Phantom Stock Units acquired under the Company's Non-Employee Director Deferred Compensation Plan in a transaction exempt under Rule 16b-3(c). Shares of Common Stock are issued under terms of the Plan upon resignation from the board of directors.
- (4) Phantom Stock Units acquired under the Company's Non-Employee Director Deferred Compensation Plan in a transaction exempt under Rule 16b-3(c). Shares of Common Stock are issued under terms of the Plan upon resignation from the board of directors.
- (5) The RSU granted is 100% vested at the date of grant but the receipt of shares are subject to a deferral period which is generally at least four years from the grant date as per the deferral election.

Reporting Owners 3

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(6) The RSU is subject to a deferral election. Shares of Class A Common Stock will be delivered to the reporting person as per the terms of the deferral election.

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.