

BERRY PETROLEUM CO  
Form 4  
April 03, 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 \*  
**MAGRUDER LOGAN**

(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)  
**03/30/2006**

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)  
**Executive Vice President**

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  | (A) or (D)   | Price   |
| Class A Common Stock            | 03/30/2006                           |  | M <sup>(3)</sup>               |   | 5,000   | A  | \$ 19.94  |
| Class A Common Stock            | 03/30/2006                           |  | S                              |   | 800   | D  | \$ 70.4   |
| Class A Common Stock            | 03/30/2006                           |  | S                              |   | 300   | D  | \$ 70.41  |
| Class A Common Stock            | 03/30/2006                           |  | S                              |   | 500   | D  | \$ 3,900  |

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|                      |            |                        |       |   |          |       |  |   |
|----------------------|------------|------------------------|-------|---|----------|-------|--|---|
| Common Stock         |            |                        |       |   |          | 70.42 |  |   |
| Class A Common Stock | 03/30/2006 | S                      | 500   | D | \$ 70.43 | 3,400 |  | D |
| Class A Common Stock | 03/30/2006 | S                      | 200   | D | \$ 70.45 | 3,200 |  | D |
| Class A Common Stock | 03/30/2006 | S                      | 700   | D | \$ 70.46 | 2,500 |  | D |
| Class A Common Stock | 03/30/2006 | S                      | 400   | D | \$ 70.47 | 2,100 |  | D |
| Class A Common Stock | 03/30/2006 | S                      | 200   | D | \$ 70.48 | 1,900 |  | D |
| Class A Common Stock | 03/30/2006 | S                      | 500   | D | \$ 70.49 | 1,400 |  | D |
| Class A Common Stock | 03/30/2006 | S                      | 100   | D | \$ 70.5  | 1,300 |  | D |
| Class A Common Stock | 03/30/2006 | S                      | 100   | D | \$ 70.51 | 1,200 |  | D |
| Class A Common Stock | 03/30/2006 | S                      | 100   | D | \$ 70.58 | 1,100 |  | D |
| Class A Common Stock | 03/30/2006 | S                      | 100   | D | \$ 70.67 | 1,000 |  | D |
| Class A Common Stock | 03/30/2006 | S                      | 500   | D | \$ 71.09 | 500   |  | D |
| Class A Common Stock | 03/31/2006 | <u>M<sup>(3)</sup></u> | 5,050 | A | \$ 43.16 | 5,550 |  | D |
| Class A Common Stock | 03/31/2006 | S                      | 498   | D | \$ 68.66 | 5,052 |  | D |
| Class A Common Stock | 03/31/2006 | S                      | 4,552 | D | \$ 68.64 | 500   |  | D |

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|                            |            |                  |      |   |                     |     |   |                           |
|----------------------------|------------|------------------|------|---|---------------------|-----|---|---------------------------|
| Class A<br>Common<br>Stock | 03/31/2006 | J <sup>(4)</sup> | V 27 | A | \$ 0 <sup>(4)</sup> | 913 | 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.<br>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.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>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 Securities<br>(Instr. 3 and 4) | Amount<br>or<br>Number<br>of Shares |        |
|---|---|---|---|---|---|--|--|-------------------------------------|--------|
|   |   |   |   | Code                                    | V (A) (D)   | Date<br>Exercisable  | Expiration<br>Date   | Title                               |        |
| Nonstatutory<br>Stock Option<br>(Right to<br>Buy) NSO | \$ 15.48  |   |   |   |   | 08/29/2004   | 08/29/2013   | Class A<br>Common<br>Stock          | 20,000 |
| Nonstatutory<br>Stock Option<br>(Right to<br>Buy) NSO | \$ 19.94  | 03/30/2006                              |   | M <sup>(3)</sup>                        | 5,000   | 12/05/2004   | 12/05/2013   | Class A<br>Common<br>Stock          | 5,000  |
| Nonstatutory<br>Stock Option<br>(Right to<br>Buy) NSO | \$ 43.16  | 03/31/2006                              |   | M <sup>(3)</sup>                        | 5,050   | 11/23/2005   | 11/23/2014   | Class A<br>Common<br>Stock          | 5,050  |
| Nonstatutory<br>Stock Option<br>(Right to<br>Buy) NSO | \$ 61.29  |   |   |   |   | 12/15/2006   | 12/15/2015   | Class A<br>Common<br>Stock          | 25,000 |
| Restricted<br>Stock Units<br>(RSU) <sup>(1)</sup>     | \$ 0 <sup>(1)</sup>   |   |   |   |   | <sup>(2)</sup>   | <sup>(2)</sup>   | Class A<br>Common<br>Stock          | 5,000  |

# Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                                |       |
|--|---------------|-----------|--------------------------------|-------|
|  | Director      | 10% Owner | Officer                        | Other |
| MAGRUDER LOGAN<br>C/O BERRY PETROLEUM COMPANY<br>5201 TRUXTUN AVE., SUITE 300<br>BAKERSFIELD, CA 93309 |               |           | Executive<br>Vice<br>President |       |

## Signatures

Kenneth A. Olson under Power of Attorney on file for Logan Magruder

04/03/2006

\_\_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 vest 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) Exercise of Stock Options under the Company's 1994 Stock Option Plan in a transaction exempt under Rule 16b.  
The change in the number of shares in the Berry Petroleum Company Common Stock Fund in the Company's 401(k) Plan is due to the
  - (4) required acquisition or liquidation of shares to cover the required cash portion of the fund since the prior report. All transactions were at market and no discretionary transactions have occurred in the holdings of Company Stock in the 401(k) Plan.

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.