BERRY PETROLEUM CO

Form 4

March 11, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * REHKOPF BRIAN L

2. Issuer Name and Ticker or Trading Symbol

BERRY PETROLEUM CO [BRY]

5. Relationship of Reporting Person(s) to

Issuer

below)

(Last) (First) (Middle)

3. Date of Earliest Transaction

(Check all applicable)

below)

Vice President of Engineering

C/O BERRY PETROLEUM COMPANY, 5201 TRUXTUN (Month/Day/Year)

Director _X__ Officer (give title

10% Owner Other (specify

AVE., SUITE 300

(Street)

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

03/09/2005

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

BAKERSFIELD, CA 93309

(City)	(State)	(Zip) Tabl	le I - Non-D	Derivative	Secui	rities Acqu	ired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securi on(A) or D (Instr. 3,	ispose 4 and (A) or	d of (D) 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	03/09/2005		Code V M(2)	7,500	(D)	Price \$ 16.5	34,487	D	
Class A Common Stock	03/09/2005		F(2)	3,947	D	\$ 62.78	30,540	D	
Class A Common Stock	03/09/2005		S	1,000	D	\$ 64.569	29,540	D	
Class A	03/09/2005		S	600	D	\$ 64.6	28,940	D	

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Common Stock								
Class A Common Stock	03/09/2005	S	300	D	\$ 64.64	28,640	D	
Class A Common Stock	03/09/2005	S	100	D	\$ 64.65	28,540	D	
Class A Common Stock	03/09/2005(1)	J	16 (1)	D	\$ 0	1,962	I	Held in 401(k) Plan
Class A Common Stock	03/10/2005	J	1,962 (1) (3)	D	\$ 56.17	0	I	Held in 401(k) Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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. Transaction Code (Instr. 8)	5. Number on 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 Securitie (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amour or Numbor of Sha
Nonstatutory Stock Option (Right to Buy) NSO	\$ 15.5					06/02/1998	06/02/2007	Class A Common Stock	30,00
Nonstatutory Stock Option (Right to Buy) NSO	\$ 19.375					12/05/1998	12/05/2007	Class A Common Stock	10,00
Nonstatutory Stock Option (Right to	\$ 12.5					12/04/1999	12/04/2008	Class A Common Stock	10,00

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Buy) NSO								
Nonstatutory Stock Option (Right to Buy) NSO	\$ 15.69				12/02/2001	12/02/2010	Class A Common Stock	20,00
Nonstatutory Stock Option (Right to Buy) NSO	\$ 16.3				12/07/2002	12/07/2011	Class A Common Stock	20,00
Nonstatutory Stock Option (Right to Buy) NSO	\$ 16.5	03/09/2005	M(2)	7,500	12/06/2003	12/06/2012	Class A Common Stock	7,50
Nonstatutory Stock Option (Right to Buy) NSO	\$ 19.94				12/05/2004	12/05/2013	Class A Common Stock	20,00
Nonstatutory Stock Option (Right to Buy) NSO	\$ 43.16				11/23/2005	11/23/2014	Class A Common Stock	20,00

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

REHKOPF BRIAN L C/O BERRY PETROLEUM COMPANY 5201 TRUXTUN AVE., SUITE 300 BAKERSFIELD, CA 93309

Vice President of Engineering

Signatures

Kenneth A. Olson under Power of Attorney on file 03/11/2005

**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).
- 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 required liquidation of shares to cover the required cash portion of the fund from January 1, 2005 through March 9, 2005. These transactions were at market and no discretionary transactions have occurred in the holdings of Company Stock in the 401(k) Plan during the period covered.
- (2) Exercise of stock option under the Company's 1994 Stock Option Plan in a transaction exempt under Rule 16B.
- (3) On March 10, 2005 all of Mr. Rehkopf 's shares of Berry Petroleum Company were liquidated in the 401(k) pursuant to his instructions to the Trustee.

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