

Wolf David D  
 Form 4/A  
 September 15, 2008

**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 \*  
 Wolf David D

2. Issuer Name and Ticker or Trading Symbol  
 BERRY PETROLEUM CO [BRY]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 1999 BROADWAY, SUITE 3700  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 08/04/2008

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

DENVER, CO 80202  
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)  
 08/06/2008

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Class A Common Stock            |                                      |  |                                | (A) or (D) Price  | 0   | D  |                                   |

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)**

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| 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 of 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 of Underlying Security (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| RSU 8-4-08                                 | \$ 0   | 08/04/2008                           |  | A                              | 30,355  | 08/04/2011 <sup>(1)</sup> 08/03/2018 <sup>(2)</sup>      | Class A Common Stock  | 30,355                        |
| NSO <sup>(3)</sup>                         | \$ 41.18   | 08/04/2008                           |  | A <sup>(4)</sup>               | 89,084  | 08/04/2011 08/03/2018                                    | Class A Common Stock  | 89,084                        |

## Reporting Owners

| Reporting Owner Name / Address                                | Relationships |           |                 |       |
|---|---------------|-----------|-----------------|-------|
|   | Director      | 10% Owner | Officer         | Other |
| Wolf David D<br>1999 BROADWAY, SUITE 3700<br>DENVER, CO 80202 |               |           | Exec VP and CFO |       |

## Signatures

Kenneth A. Olson under POA for David D. Wolf  
 Signature: \_\_\_\_\_ Date: 09/15/2008

## 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) Restricted Stock Units vest 100% three years from date of grant. But the issuance of shares of Class A Common Stock are subject to a deferral option. Shares of Class A Common Stock will be delivered to the reporting person as per the terms of the deferral agreement.
- (2) 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.
- (3) NSO - Right to buy Berry Petroleum Company Class A Common Stock
- (4) Grant of Non-statutory stock option under the Company's 2005 Equity Incentive Plan in a transaction exempt under Rule 16b-3(c). Options vest 100% 3 years from date of grant.
- (5) Grant of Nonstatutory Stock Option (NSO) under the Company's 2005 Equity Incentive Plan in a transaction exempt under Rule 16b-3(c). Shares vest 100% 3 years from date of grant.

### Remarks:

This amended Form 4 corrects the original quantity of RSUs and Options granted. The quantity changed due to an error

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in calculation of fair market value pricing based on the data received from the NYSE.

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.