

BERRY PETROLEUM CO
Form 4
December 18, 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 *
DALE DONALD A

(Last) (First) (Middle)

C/O BERRY PETROLEUM
COMPANY 5201 TRUXTUN

(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)
12/14/2006

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)
Controller

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)
				(A) or (D)	Price		
Class A Common Stock	12/14/2006		S	1,400	D \$ 33.01	10,798	D
Class A Common Stock	12/14/2006		S	200	D \$ 33	10,598	D
Class A Common Stock	12/14/2006		S	1,300	D \$ 32.99	9,298	D
Class A Common	12/14/2006		S	946	D \$ 32.98	8,352	D

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Stock							
Class A Common Stock	12/14/2006	S	200	D	\$ 32.96	8,152	D
Class A Common Stock	12/14/2006	S	223	D	\$ 33.03	7,929	D
Class A Common Stock	12/14/2006	S	400	D	\$ 33.01	7,529	D
Class A Common Stock	12/14/2006	S	200	D	\$ 32.97	7,329	D
Class A Common Stock	12/14/2006	S	200	D	\$ 32.96	7,129	D
Class A Common Stock	12/14/2006	S	600	D	\$ 32.95	6,529	D
Class A Common Stock	12/14/2006	S	600	D	\$ 32.94	5,929	D
Class A Common Stock	12/14/2006	S	100	D	\$ 32.93	5,829	D
Class A Common Stock	12/14/2006	S	300	D	\$ 32.92	5,529	D
Class A Common Stock	12/14/2006	S	300	D	\$ 32.91	5,229	D
Class A Common Stock	12/14/2006	S	1,575	D	\$ 32.9	3,654	D

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)

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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)
				Code V	(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Nonstatutory Stock Option	\$ 9.97					12/05/2004 12/05/2013	Class A Common Stock 9,500
Nonstatutory Stock Option	\$ 21.58					11/23/2005 11/23/2014	Class A Common Stock 12,000
Nonstatutory Stock Option	\$ 30.645					12/15/2006 12/15/2015	Class A Common Stock 5,000
Restricted Stock Units <u>(1)</u>	\$ 0 ⁽²⁾					12/15/2006 ⁽³⁾ 12/14/2016 ⁽⁴⁾	Class A Common Stock 1,600

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DALE DONALD A C/O BERRY PETROLEUM COMPANY 5201 TRUXTUN BAKERSFIELD, CA 93309			Controller	

Signatures

Kenneth A Olson under POA for Donald Dale 12/18/2006

**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) 1 for 1
- (2) 1 for 1
- (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.

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- (4) 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.

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.