BERRY PETROLEUM CO
Form 424B5
January 15, 2010

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CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered(1)	Maximum Offering Price per Share	Maximum Aggregate Offering Price	Amount of Registration Fee(2)
Class A Common Stock, par value $0.01 per share	9,200,000	$29.25	$269,100,000	$19,187

(1) Includes shares of our Class A Common Stock subject to an over-allotment option granted by the registrant to the underwriters.

(2) Calculated in accordance with Rule 457(r) of the Securities Act of 1933, as amended. Pursuant to Rule 457(p) under the Securities Act of 1933, as amended, the $8,686 remaining of the previously paid registration fee with respect to Berry Petroleum Company's proposed offering of unsold securities registered under the Registration Statement on Form S-3 (No. 333-135055) initially filed with the Securities and Exchange Commission on June 15, 2006, as amended by Post-Effective Amendment No. 1 and Post-Effective Amendment No. 2 filed with the Securities and Exchange Commission on February 25, 2009 and February 27, 2009, respectively, has been carried forward to the Registration Statement of which this Prospectus Supplement and the accompanying Prospectus forms a part. The entire $8,686 is being applied to offset a portion of the registration fee due for this offering. The remaining $10,501 of the registration fee has been paid.

Filed Pursuant to Rule 424(b)(5)
Registration No. 333-161243

PROSPECTUS SUPPLEMENT TO PROSPECTUS DATED AUGUST 11, 2009

8,000,000 Shares

Berry Petroleum Company

Class A Common Stock

We are offering 8,000,000 shares of our Class A Common Stock.

Our Class A Common Stock is listed on the New York Stock Exchange under the symbol "BRY." The last reported sale price of our Class A Common Stock on the New York Stock Exchange on January 14, 2010 was $29.44 per share.

The underwriters have an option to purchase a maximum of 1,200,000 additional shares to cover over-allotments of shares.

Investing in our Class A Common Stock involves risks. Please read "Risk Factors" beginning on page S-15 of this prospectus supplement and page 5 of the accompanying prospectus. You should read this prospectus supplement, the accompanying base prospectus and the documents incorporated by reference carefully before you make your investment decision.

	Price to Public	Underwriting Discounts and Commissions	Proceeds to Berry
Per Share	$29.25	$1.2065625	$28.0434375
Total	$234,000,000	$9,652,500	$224,347,500

Delivery of the shares of Class A Common Stock will be made on or about January 21, 2010.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying base prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

Credit Suisse **J.P. Morgan**

Wells Fargo Securities

BMO Capital Markets
Calyon Securities (USA) Inc.
Citi
Goldman, Sachs & Co.
Howard Weil Incorporated
KeyBanc Capital Markets
Morgan Keegan & Company, Inc.
Tudor, Pickering, Holt & Co.

The date of this prospectus supplement is January 14, 2010.

TABLE OF CONTENTS

PROSPECTUS SUPPLEMENT

PROSPECTUS

You should rely only on the information contained in this prospectus or to which this prospectus refers or that is contained in any free writing prospectus relating to this offering of Class A Common Stock. We have not, and the underwriters have not, authorized anyone to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. We are not making an offer of the Class A Common Stock in any jurisdiction where its offer or sale is not permitted. The information in this prospectus supplement and the base prospectus and incorporated herein by reference may only be accurate as of the date of the applicable document. Our business, financial condition, results of operations and prospects may have changed since those dates.

Table of Contents

About This Prospectus

This document is in two parts. The first part is this prospectus supplement, which describes the specific terms of this offering and certain other matters. The second part, the base prospectus dated August 11, 2009 provides more general information about the various securities that we may offer from time to time, some of which information may not apply to this offering of our Class A Common Stock. Generally when we refer to this prospectus, we are referring to both this prospectus supplement and the base prospectus combined. If any of the information in this prospectus supplement is inconsistent with any of the information in the base prospectus, you should rely on the information in this prospectus supplement. Before you invest in our Class A Common Stock, you should carefully read this prospectus supplement, along with the base prospectus, in addition to the information contained in the documents we refer to under the heading "Incorporation by Reference" in this prospectus supplement.

Incorporation By Reference

The Securities and Exchange Commission ("SEC") allows us to "incorporate by reference" information we file with it. This means that we can disclose important information to you by referring you to those documents. Any information we reference in this manner is considered part of this prospectus. Information we file with the SEC after the date of this prospectus will automatically update and, to the extent inconsistent, supersede the information contained in this prospectus.

We incorporate by reference the documents listed below and future filings we make with the SEC (in each case, excluding any portions of such documents that have been "furnished" but not "filed" for purposes of the Securities Exchange Act of 1934, as amended (the "Exchange Act")) pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date of this prospectus supplement and before the termination of this offering.

- Our Annual Report on Form 10-K for the year ended December 31, 2008;

- Our Definitive Proxy Statement filed on Schedule 14A relating to our 2009 Annual Meeting of Shareholders;

- Our Quarterly Reports on Form 10-Q for the quarters ended March 31, 2009, June 30, 2009 and September 30, 2009;

- Our Current Reports on Form 8-K and 8-K/A filed on September 29, 2008, January 12, 2009, January 26, 2009, February 20, 2009, March 23, 2009, April 27, 2009, May 15, 2009, May 20, 2009, May 27, 2009, May 29, 2009, August 11, 2009 (supersedes certain information in our Annual Report on Form 10-K for the year ended December 31, 2008), August 13, 2009, August 17, 2009, September 3, 2009, September 25, 2009 and December 11, 2009; and

- The description of our Class A Stock contained in our Registration Statement on Form 8-A which was declared effective by the SEC on or about October 20, 1987, and the description of our Rights to Purchase Series B Junior Participating Preferred Stock contained in our Registration Statement on Form 8-A filed with the SEC on December 7, 1999.

Special Note Regarding Forward-Looking Statements

This prospectus supplement and the information incorporated by reference in this prospectus supplement and the accompanying base prospectus contain statements that are, or may be deemed to be, "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Securities Act") and Section 21E of the Exchange Act. These statements relate to future events or our future financial performance. We have attempted to identify forward-looking statements by terminology such as "anticipate," "believe," "can," "continue," "could," "estimate," "expect," "intend," "may," "plan," "potential," "predict," "should," "would" or "will" or the negative

Table of Contents

of these terms or other comparable terminology. These statements are only predictions and involve known and unknown risks, uncertainties and other factors, including those discussed under "Risk Factors," which could cause our actual results to differ from those projected in any forward-looking statements we make.

We believe that it is important to communicate our future expectations to our investors. However, there may be events in the future that we are unable to accurately predict or control and that may cause our actual results to differ materially from the expectations we describe in our forward-looking statements. Forward-looking statements speak only as of the date of such statement. We do not plan to publicly update or revise any forward-looking statements after we distribute this prospectus, whether as a result of any new information, future events or otherwise. Potential investors should not place undue reliance on our forward-looking statements. Before you invest in our Class A Common Stock, you should be aware that the occurrence of any of the events described in the "Risk Factors" section and elsewhere in this prospectus and the information incorporated by reference into this prospectus could harm our business, prospects, operations and financial condition. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance or achievements.

Prospectus Supplement Summary

This summary highlights selected information contained elsewhere in this prospectus and in the documents we incorporate by reference. This summary is not complete and does not contain all of the information that you should consider before deciding whether or not to invest in our Class A Common Stock. For a more complete understanding of our company and this offering, we encourage you to read this entire document, including "Risk Factors," the financial and other information incorporated by reference in this prospectus and the other documents to which we have referred. Unless otherwise indicated or required by the context, as used in this prospectus, the terms "we," "our" and "us" refer to Berry Petroleum Company. Unless otherwise indicated or required by the context, references to "pro forma" give effect to our July 2008 acquisition of properties in Limestone and Harrison Counties, Texas, as if the acquisition had occurred on January 1, 2008. DeGolyer and MacNaughton ("D&M"), independent petroleum engineers, provided the estimates of our proved oil and natural gas reserves as of December 31, 2006, 2007 and 2008, included in this prospectus supplement.

Berry Petroleum Company

We are an independent energy company engaged in the production, development, exploitation and acquisition of crude oil and natural gas. We can trace our roots in California oil production back to 1909, and we have been a publicly traded company since 1987. Since 2002, we have expanded our portfolio of assets to include oil and natural gas properties in the Rocky Mountain region, the East Texas region and, in 2010, the acquisition of assets primarily in the Wolfberry trend in West Texas discussed below. Our selective acquisitions have been driven by a consistent focus on properties with proved reserves and significant growth potential through low-risk development. We focus on growing reserves and production by developing known undeveloped reserves rather than through exploration. We maintain a geographically diverse portfolio of assets that generally have long reserve lives, stable and predictable well production characteristics and significant inventories of relatively low-risk repeatable drilling and recompletion opportunities.

As of December 31, 2008, our estimated proved reserves were 246 MMBOE, up 45% from 169 MMBOE as of December 31, 2007, of which 51% were crude oil, 49% were natural gas and 55% were proved developed. The 88 MMBOE of net reserve additions before production in 2008 replaced 756% of our production during the year. Of such net reserve additions, 38 MMBOE, or 329% of our production, was replaced from our drilling activities. Our reserve replacement has been achieved through low cost and low risk drilling and acquisitions, with 2008 finding, development and acquisition ("F&D") costs of $12.28/BOE. See " Non-GAAP Financial Measures F&D Costs." We also achieved production of 32.0 MBOE/D in 2008, a 19% increase from 2007, which implies a reserve life index of approximately 21 years based on our year-end 2008 reserves. For the first nine months of 2009, our average daily production was 30.3 MBOE/D. In April 2009, we sold our natural gas assets in the Denver-Julesburg basin in Colorado ("DJ Basin"). See the table on page S-13 of this prospectus supplement, which sets forth summary data with respect to estimated proved reserves on a historical basis and on a pro forma basis for the sale of our DJ Basin assets.

Approximately 68% of our sales volumes in the third quarter of 2009 were crude oil, with 87% of the crude oil being heavy oil produced in California. Our California reserves are characterized by long-lived predictable production with low base decline rates which provide us with strong margins and a steady source of cash flow. The cash flow from these properties funds our significant drilling inventory and the development of our substantial undeveloped reserves. Our consumption of natural gas to produce steam for our California oil production provides us with a natural hedge of approximately 32,000 MMBtu/D on our natural gas production in East Texas and Colorado. We have further protected our 2010 and 2011 cash flows through hedges on approximately 75% and 40% of our anticipated crude oil production for 2010 and 2011, respectively. Our strong hedge position, our ability to generate free cash flow and our operating control of over 95% of our assets further enhances our ability to perform in volatile environments.

On January 8, 2010, we agreed to acquire certain properties primarily in the Wolfberry trend in West Texas from a private seller for total cash consideration of $126 million (the "Wolfberry Acquisition"). At December 31, 2009, the properties included total proved reserves of 11.2 MMBOE, of which 85% were crude oil, 23% were proved developed and 92% were located in West Texas. We will operate approximately 70% of, and will have an average 68.5% working interest (54.1% net revenue interest) in, the properties to be acquired in the Wolfberry trend. In 2010, the Wolfberry Acquisition is expected to add approximately 1.3 MBOE/D to our production on a twelve month annual average. The Wolfberry Acquisition provides us an opportunity to diversify our oil reserves while taking advantage of our operational strengths in oil development. Development of these assets will focus on primary production and infill drilling of approximately 130 proved undeveloped locations in Texas at an expected cost of approximately $122 million. We believe that these assets represent a low operating cost, high margin, repeatable development opportunity. We intend to use a portion of the net proceeds from this offering to fund the Wolfberry Acquisition, which we expect to close in the first quarter of 2010 subject to certain closing conditions. There is, however, no assurance that the Wolfberry Acquisition will be completed, or that the anticipated benefits of the acquisition will be realized. This offering will not be conditioned on the closing of the Wolfberry Acquisition.

Operations Overview

We have organized our operations into five asset teams as follows: South Midway Sunset, California, including our Poso Creek and Ethel D properties ("S. Midway"), North Midway Sunset, California, including our diatomite, McKittrick 21Z and Placerita oil assets ("N. Midway"), East Texas, Uinta, Utah and Piceance, Colorado. The following table sets forth the estimated quantities of proved reserves, production and acreage attributable to our principal operating areas for the periods indicated and shows the effect of the sale of our DJ Basin assets.

	Proved Reserves as of December 31, 2008				Average Daily Production	
Operating Areas	**Total (MMBOE)**	**% Oil**	**% Proved Developed**	**Average % Working Interest**	**Year Ended December 31, 2008 (MBOE/D)**	**Quarter Ended September 30, 2009 (MBOE/D)**
S. Midway Sunset, CA	64.9	100	74	98	11.9	11.3
Uinta, UT	23.3	65	47	98	6.2	4.9
DJ Basin, CO	21.5		61	51	3.3	
N. Midway Sunset, CA	44.4	100	44	100	4.7	5.5
Piceance Basin, CO	41.8		32	41	3.5	2.9
Limestone & Harrison Counties, TX	50.0		60	100	2.4(1)	3.8
Total	245.9	51	55		32.0(1)	28.4
Less: DJ Basin, CO(2)	21.5		61	51	3.3	
Pro Forma Total	224.4	56	54		28.7(1)	28.4

(1) Includes production from the East Texas Assets, as defined below, from July 15, 2008 through December 31, 2008.

(2) Sold on April 1, 2009.

In connection with the Wolfberry acquisition, we increased our 2010 capital budget by an additional $30 million to the range of $250 million to $290 million. Our major focus will continue to be on crude assets and 65% of our capital will be allocated to oil projects, including the diatomite and

Ethel D developments, initiation of the steam flood on McKittrick 21Z and additional drilling in Brundage Canyon.

California

S. Midway. We own and operate properties in the South Midway Sunset Field. Production from our properties in the South Midway Sunset Field relies on thermal enhanced oil recovery ("EOR") methods, primarily cyclic steaming to place steam effectively into the remaining oil column. This is our most mature thermally enhanced asset with production from our Ethel D properties having commenced 100 years ago. We have planned a five-year, 150-well drilling program at Ethel D to develop the significant undeveloped reserves we believe are remaining on this asset. In 2008, we added 20 horizontal wells below existing horizontal wells at the South Midway Sunset Field, and we further developed Ethel D by drilling 32 producers and initiating a pilot steam flood. In 2009 we drilled 18 horizontal wells and 18 vertical producers at the South Midway Sunset Field. These wells have been placed deeper and closer to the oil-water contact. All of these wells are currently on production and are performing in line with expectations. We are also accelerating plans to expand our continuous steam support for these horizontal wells by drilling six steam injectors. At Ethel D we have been encouraged by the performance of our steam flood pilots and expanded the flood in the fourth quarter of 2009.

In early 2003, we acquired the Poso Creek properties in the San Joaquin Valley and have proceeded with a successful thermal EOR redevelopment. Average production from these properties increased from 1,950 BOE/D in 2007 to 3,100 BOE/D in 2008. In 2009, we expanded the steam flood by drilling eight new injectors. To provide steam to these wells we also installed a fifth steam generator.

N. Midway. In late 2006, we began the full-scale development of our N. Midway diatomite oil asset. In 2008, total proved reserves and production from the N. Midway diatomite asset were 30.6 MBOE and 0.7 MBOE, respectively, representing an increase from 2007 of 162% in proved reserves and 86% in production. We expect significant proved reserve additions from this asset. In 2008, capital was focused on drilling approximately 85 diatomite wells, completing major infrastructure upgrades that will support future development, increasing steam injection and further refining our thermal recovery techniques. During 2009 we drilled 51 diatomite wells and installed additional steam generation and water treating facilities. Production in the third quarter of 2009 was 3,119 BOE/D and is expected to average 3,000 BOE/D for 2009. During the fourth quarter of 2009 we initiated a four pattern steam flood pilot on our recently acquired McKittrick property.

East Texas

On July 15, 2008, we acquired (the "East Texas Acquisition") certain interests in natural gas producing properties in the East Texas Cotton Valley on 4,500 net acres in Limestone and Harrison Counties in East Texas (the "East Texas Assets") for approximately $668 million in cash. The East Texas Assets established a core area in a large natural gas basin with a substantial inventory of repeatable drilling and recompletion projects from relatively low risk, multiple stacked reservoirs. In Limestone County, we are targeting seven productive sands including the Cotton Valley and Bossier sands at depths between 8,000 and 13,000 feet. In Harrison County, we are targeting five productive sands in the Haynesville shale with average depths between 6,500 and 13,000 feet. Production from our East Texas Assets averaged 23 MMcf/D in the third quarter of 2009. We currently operate a one rig program, and we began drilling our first horizontal Haynesville well in Harrison County in the fourth quarter of 2009. During 2009 we drilled 11 wells in East Texas. During 2010, we plan to run a one rig program to horizontally drill in the Haynesville shale in Harrison County.

Table of Contents

Rockies

Uinta. In 2003, we established our initial acreage position in the Uinta basin, targeting the Green River formation that produces both light oil and natural gas. We acquired the Brundage Canyon leasehold in Duchesne County, northeastern Utah, which consists of working interests in approximately 55,000 undeveloped gross acres which include federal, tribal and private leases. In 2004, we acquired working interests in approximately 163,000 gross acres in the Lake Canyon project, which is located immediately west of our Brundage Canyon producing properties. Total production in Uinta averaged 6,142 BOE/D in 2008 compared to 5,743 BOE/D in 2007. Average daily production in Uinta during the three months ended September 30, 2009 was approximately 4,900 BOE/D. In 2008, we drilled 51 gross (50 net) wells, which included 47 wells at Brundage Canyon, including eight Ashley Forest wells, and four Green River wells at Lake Canyon. In 2009 capital was primarily directed at facility upgrades, pursuing the remaining three Lake Canyon completions and the completion of the Ashley Forest Environmental Impact Study. Implementation of a waterflood pilot in Brundage Canyon continues and we had initial start up in the beginning of the fourth quarter of 2009. While the Ashley Forest Development EIS continues to progress and approval is now expected in 2010, we obtained a category exemption for 25 wells in the Ashley Forest. In 2010, we plan to run a one to two rig program in the Uinta basin that is focused on developing areas of higher oil potential.

Piceance. We have two properties in the Piceance basin in Colorado targeting the Williams Fork section of the Mesaverde formation. We have a 62.5% working interest in 6,300 gross acres on our Garden Gulch property and a net operating working interest of 95% in 4,300 gross acres and a 5% non-operating working interest on 6,300 gross acres on our North Parachute Ranch property. We believe we have accumulated a sizable resource base with over 900 drilling locations which will allow us to add significant proved reserves over the next several years. Total production in Piceance averaged 20.8 MMcf/D in 2008 in comparison to 10.2 MMcf/D in 2007, and averaged 17 MMcf/D during the three months ended September 30, 2009. We operated a four rig drilling program for most of 2008 and drilled 54 gross (27 net) wells at Garden Gulch and 18 gross (17 net) wells at North Parachute. Significant progress was made during 2008 in reducing the days required to drill wells. By the end of 2008, the number of drilling days averaged 10 days on Garden Gulch and 11 days in North Parachute, a 40% reduction in drilling times compared to early 2008. During 2009, we began a 20 well completion program testing new completion designs and have seen encouraging results in line with our expectations. We plan to run a one rig program for 2010.

Competitive Strengths

Balanced High Quality Asset Portfolio. Since 2002, we have grown our asset base and diversified our California heavy oil assets through acquisitions in the Rocky Mountain and East Texas regions that have significant growth potential. Our diverse asset base provides us with the flexibility to reallocate capital among our assets depending on fluctuations in oil and natural gas prices as well as area economics.

Long Lived Proved Reserves with Stable Production Characteristics. Our properties generally have long reserve lives and reasonably stable and predictable well production characteristics with a ratio of proved reserves to production (based on the year ended December 31, 2008) of approximately 21 years.

Low-Risk Multi-Year Drilling Inventory in Established Resource Plays. Most of our drilling locations are located in proven resource plays that possess low geologic risk leading to predictable drilling results. Our California assets have an average depth of less than 1,500 feet and are located in areas where we are an established producer. Our East Texas Assets provide us with the opportunity for repeated development of multiple stacked reservoirs in the Travis Peak, Cotton Valley and Bossier sands and in the Haynesville shale. Our historical drilling success rate for the three years ended December 31, 2009 averaged 99%.

Table of Contents

Operational Control and Financial Flexibility. We have operating control of over 95% of our assets. We generally prefer to retain operating control over our properties, allowing us to more effectively control operating costs, timing of development activities and technological enhancements, marketing of production, and allocation of our capital budget. In addition, the timing of most of our capital expenditures is discretionary, which allows us a significant degree of flexibility to adjust the size of our capital budget. We finance our drilling budget through our internally generated operating cash flows.

Experienced Management and Operational Teams. Our core team of technical staff and operating managers have broad industry experience, including experience in heavy oil thermal recovery operations and tight gas sands development and completion. We continue to utilize technologies and steam practices that we believe will allow us to improve the ultimate recoveries of crude oil on our mature California properties.

Corporate Strategy

Our objective is to increase the value of our business through consistent growth in our production and reserves, both through the drill-bit and acquisitions. We strive to operate our properties in an efficient manner to maximize the cash flow and earnings of our assets. The strategies to accomplish these goals include:

Maximize Production from our Base Oil Assets. We are focused on the timely and prudent development of our large oil resource base through developmental and step-out drilling, down-spacing, well completions, remedial work and by application of EOR methods and optimization technologies, as applicable. At our mature South Midway Sunset Field, we continue to add horizontal wells and additional steam flooding capacity to maintain and increase production levels at those assets. In addition, since we acquired our Poso Creek assets in 2003, we have successfully completed thermal EOR redevelopment to increase production from under 50 BOE/D at acquisition to 3,100 BOE/D in 2008.

Grow Oil Production from our Inventory of Organic Development Projects. We have a proven track record of developing reserves through enhanced recovery projects, as well as entering into new hydrocarbon basins. We believe we also have large undeveloped crude oil resources in place at North and South Midway and at McKittrick 21Z. For example, in the diatomite, we expect production to average 3,000 BOE/D in 2009, exit 2010 at 5,000 BOE/D and to continue to grow significantly over the next several years. We continue to focus on low-risk development of our existing assets rather than exploration.

Increase Natural Gas Production that will Meet the Growing Demand for Steam Generation. Our assets in East Texas, Piceance and Uinta basins produce natural gas that offsets our consumption of natural gas utilized to generate steam used in our enhanced oil recovery activities. We intend to continue to increase production from these assets as we focus on additional enhanced oil development projects that we expect will require increasing quantities of natural gas for steam generation.

Invest our Capital in a Disciplined Manner and Maintain a Strong Financial Position. We focus on utilizing our available capital on projects where we are likely to have success in increasing production and/or reserves at attractive returns. We believe that maintaining a strong financial position will allow us to capitalize on investment opportunities in all commodity cycles. Our capital programs are generally developed to be fully funded through internally generated cash flows, but we also may obtain alternative sources of capital investment to develop our assets through partnerships, joint ventures or other investment opportunities with third parties. We hedge a significant portion of our production and utilize long-term sales contracts whenever possible to maintain a strong financial position and provide the cash flow necessary for the development of our assets. We have hedged approximately 75% and 40% of our anticipated crude oil production for 2010 and 2011, respectively.

Acquire Additional Resources with an Emphasis on Crude Oil. We have been successful in expanding operations through targeted acquisitions in our core areas of expertise. This strategy allows us to leverage our operating and technical expertise and build on established core operations. Our acquisitions of Poso Creek in 2003 and McKittrick 21Z in 2009 built on our extensive California experience, while our pending Wolfberry Acquisition will provide us with the opportunity to begin operations in a large, scalable oil resource in West Texas and to geographically diversify our oil reserves. We will continue to review asset acquisitions that meet our economic criteria with a primary focus on large repeatable development potential in these regions. We will also continue to evaluate natural gas properties, primarily in our core areas of operation, which can be developed at reasonable costs.

Executive Offices and Website

We were incorporated in Delaware in 1985. Our corporate headquarters and principal executive offices are located at 1999 Broadway, Suite 3700, Denver, Colorado 80202, and our telephone number is (303) 999-4400. We maintain a web site at *http://www.bry.com*. The information on our website is not part of this prospectus, and you should rely only on the information contained in this prospectus and in the documents incorporated by reference when making a decision as to whether to invest in our Class A Common Stock.

Table of Contents

The Offering

The following summary contains basic information about this offering and our Class A Common Stock and is not intended to be complete. For a more complete understanding of the terms and provisions of our Class A Common Stock, please refer to the section of the accompanying base prospectus entitled "Description of Common Stock."

Issuer	Berry Petroleum Company
Common Stock Offered	8,000,000 shares of Class A Common Stock
Underwriters' Option to Purchase Additional Shares	We have granted the underwriters a 30-day option to purchase up to an additional 1,200,000 shares of Class A Common Stock.
Stock Outstanding after this Offering(1)	50,952,499 shares of Class A Common Stock (as of January 6, 2010), or 52,152,499 shares if the underwriters exercise in full their option to purchase an additional 1,200,000 shares of Class A Common Stock. 1,797,784 shares of Class B Stock.(2)
Use of Proceeds	We intend to use approximately $126 million of the net proceeds from this offering to fund the Wolfberry Acquisition and to use the remainder for general corporate purposes. Pending the application of the proceeds for such purposes, we will reduce outstanding borrowings under our senior secured revolving credit facility. See "Use of Proceeds."
NYSE Symbol	BRY
Risk Factors	An investment in our Class A Common Stock involves risks and uncertainties. See "Risk Factors" and other information included or incorporated by reference in this prospectus supplement and the accompanying base prospectus for a discussion of factors you should consider carefully before deciding to invest in shares of our Class A Common Stock.

(1) Share amounts exclude 3,445,176 shares issuable pursuant to awards outstanding under our benefit and equity plans as of September 30, 2009.

(2) Shares of Class B Stock are each entitled to 95% of one vote. Each share of Class B Stock is entitled to a $0.50 per share preference in the event of liquidation or dissolution. Further, each share of Class B Stock is convertible into one share of Class A Common Stock at the option of the holder. All shares of common stock have equal rights to participate in dividends. See "Description of Common Stock" beginning on page 8 of the accompanying base prospectus.

Table of Contents

Conflicts of Interest

In the ordinary course of their business, the underwriters and their affiliates have engaged, and may in the future engage, in commercial banking and/or investment banking transactions with us and our affiliates for which they received or will receive customary fees and expenses. In particular, affiliates of Credit Suisse Securities (USA) LLC, J.P. Morgan Securities Inc., Wells Fargo Securities, LLC, Citigroup Global Markets Inc., BMO Capital Markets Corp. and Calyon Securities (USA) Inc. are lenders under our senior secured revolving credit facility and will be partially repaid with a portion of the net proceeds of this offering. Wells Fargo Bank, National Association, an affiliate of Wells Fargo Securities, LLC, is the administrative agent, lead arranger, swing line lender and a joint book runner under our senior secured revolving credit facility. Amounts repaid under our senior secured revolving credit facility may be reborrowed by us. Because 5% or more of the proceeds of this offering, not including underwriting compensation, may be used to repay loans under our senior secured revolving credit facility, this offering is being conducted in compliance with NASD Rule 2720, as administered by the Financial Industry Regulatory Authority ("FINRA"). Pursuant to Rule 2720, the appointment of a qualified independent underwriter is not necessary in connection with this offering because the offering is of equity securities that have a bona fide public market.

Table of Contents

Summary Historical and Pro Forma Financial Data

The following table shows our summary historical financial data as of and for the periods indicated and summary pro forma financial data for the year ended December 31, 2008. Our summary historical financial data for the fiscal years ended December 31, 2006, 2007 and 2008 and balance sheet data as of December 31, 2007 and 2008 have been derived from our audited financial statements included in our Current Report on Form 8-K filed with the SEC on August 11, 2009. Our summary historical financial data as of and for the nine months ended September 30, 2008 and 2009 are derived from our unaudited financial statements and, in our opinion, have been prepared on the same basis as the audited financial statements and include all adjustments, consisting of normal recurring adjustments, necessary for a fair presentation of this information. Certain historical amounts have been reclassified to conform to the current presentation. On May 17, 2006, a two-for-one stock split was approved. All per share amounts have been adjusted for the split.

The summary pro forma financial data set forth below is derived from our unaudited pro forma financial statements included in our Current Report on Form 8-K filed with the SEC on May 15, 2009. The summary pro forma financial data combines the East Texas Assets, which we acquired on July 15, 2008, and our historical statements of operations, and gives effect to the East Texas Acquisition, including the payment of expenses related to the East Texas Acquisition.

You should read the summary historical and pro forma financial data below in conjunction with our historical and pro forma financial statements and the accompanying notes, all of which are incorporated by reference into this prospectus. You should also read the sections entitled "Risk Factors" included elsewhere in this prospectus and "Management's Discussion and Analysis of Financial Condition and Results of Operations" included in our Quarterly Reports on Form 10-Q for the periods ended March 31, 2009, June 30, 2009 and September 30, 2009 and our Current Report on Form 8-K filed with the SEC on August 11, 2009.

Table of Contents

($ in thousands, except ratios and earnings per share)	Historical					Pro Forma
	Year Ended December 31,			Nine Months Ended September 30,		Year Ended December 31,
	2006	2007	2008	2008	2009	2008
Statement of operations data:						
Revenues:						
Sales of oil and natural gas	$ 396,497	$ 433,208	$ 649,248	$ 514,578	$ 374,117	$ 695,779
Sales of electricity	52,932	55,619	63,525	51,223	26,032	63,525
Gas marketing			35,750	28,046	17,646	35,750
Gain (loss) on ineffective commodity derivatives						