

BERRY PETROLEUM CO
Form 4
March 31, 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)
03/29/2006

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)	
				(A) or (D)	Price			
				Code	V	Amount		
Class A Common Stock	03/29/2006		M ⁽³⁾	10,000	A	\$ 15.48	10,500	D
Class A Common Stock	03/29/2006		M ⁽³⁾	3,700	A	\$ 19.94	14,200	D
Class A Common Stock	03/29/2006		S	200	D	\$ 71.3	14,000	D
Class A Common Stock	03/29/2006		S	300	D	\$	13,700	D

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Common Stock						71.25		
Class A Common Stock	03/29/2006	S	200	D	\$ 71.22	13,500	D	
Class A Common Stock	03/29/2006	S	100	D	\$ 71.21	13,400	D	
Class A Common Stock	03/29/2006	S	600	D	\$ 71.2	12,800	D	
Class A Common Stock	03/29/2006	S	100	D	\$ 71.19	12,700	D	
Class A Common Stock	03/29/2006	S	100	D	\$ 71.16	12,600	D	
Class A Common Stock	03/29/2006	S	200	D	\$ 71.15	12,400	D	
Class A Common Stock	03/29/2006	S	100	D	\$ 71.12	12,300	D	
Class A Common Stock	03/29/2006	S	10,600	D	\$ 71.1	1,700	D	
Class A Common Stock	03/29/2006	S	300	D	\$ 71.18	1,400	D	
Class A Common Stock	03/29/2006	S	100	D	\$ 71.16	1,300	D	
Class A Common Stock	03/29/2006	S	200	D	\$ 71.15	1,100	D	
Class A Common Stock	03/29/2006	S	100	D	\$ 71.14	1,000	D	
Class A Common Stock	03/29/2006	S	500	D	\$ 71.11	500	D	
Class A Common Stock						886	I	Held in 401(k) Plan

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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 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 (Right to Buy) NSO	\$ 15.48	03/29/2006		M ⁽³⁾	10,000	08/29/2004	08/29/2013	Class A Common Stock	10,000
Nonstatutory Stock Option (Right to Buy) NSO	\$ 19.94	03/29/2006		M ⁽³⁾	3,700	12/05/2004	12/05/2013	Class A Common Stock	3,700
Nonstatutory Stock Option (Right to Buy) NSO	\$ 43.16					11/23/2005	11/23/2014	Class A Common Stock	35,000
Nonstatutory Stock Option (Right to Buy) NSO	\$ 61.29					12/15/2006	12/15/2015	Class A Common Stock	25,000
Restricted Stock Units (RSU) ⁽¹⁾	\$ 0 ⁽¹⁾					⁽²⁾	⁽²⁾	Class A Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MAGRUDER LOGAN C/O BERRY PETROLEUM COMPANY 5201 TRUXTUN AVE., SUITE 300			Executive Vice President	

BAKERSFIELD, CA 93309

Signatures

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

03/31/2006

__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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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