

BERRY PETROLEUM CO

Form 4

March 23, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

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

(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)

03/22/2005

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

Vice President of Engineering

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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(A) Code (Instr. 8)	4. Securities Acquired 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)
Class A Common Stock	03/22/2005		M ⁽¹⁾	30,000	A \$ 15.5 54,987	D	
Class A Common Stock	03/22/2005		F ⁽¹⁾	17,227	D \$ 56.03 37,760	D	

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

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(9-02)

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number.

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 Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Nonstatutory Stock Option (Right to Buy) NSO	\$ 15.5	03/22/2005		M ⁽¹⁾	30,000	06/02/1998	06/02/2007	Class A Common Stock	30,000
Nonstatutory Stock Option (Right to Buy) NSO	\$ 19.375					12/05/1998	12/05/2007	Class A Common Stock	10,000
Nonstatutory Stock Option (Right to Buy) NSO	\$ 12.5					12/04/1999	12/04/2008	Class A Common Stock	10,000
Nonstatutory Stock Option (Right to Buy) NSO	\$ 15.69					12/02/2001	12/02/2010	Class A Common Stock	20,000
Nonstatutory Stock Option (Right to Buy) NSO	\$ 16.3					12/07/2002	12/07/2011	Class A Common Stock	20,000
Nonstatutory Stock Option (Right to Buy) NSO	\$ 16.5					12/06/2003	12/06/2012	Class A Common Stock	7,500
Nonstatutory Stock Option (Right to Buy) NSO	\$ 19.94					12/05/2004	12/05/2013	Class A Common Stock	20,000
Nonstatutory Stock Option (Right to Buy) NSO	\$ 43.16					11/23/2005	11/23/2014	Class A Common Stock	20,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	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	03/23/2005
__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).
- (1) Exercise of stock option under the Company's 1994 Stock Option Plan in a transaction exempt under Rule 16B.

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