

BERRY PETROLEUM CO
Form 4
March 30, 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)
03/28/2006

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	03/28/2006		M ⁽³⁾	10,000	A	\$ 15.48	10,500	D
Class A Common Stock	03/28/2006		S	100	D	\$ 71.1	10,400	D
Class A Common Stock	03/28/2006		S	100	D	\$ 71.05	10,300	D
Class A Common Stock	03/28/2006		S	600	D	\$	9,700	D

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Common Stock						71.03	
Class A Common Stock	03/28/2006	S	100	D	\$ 71	9,600	D
Class A Common Stock	03/28/2006	S	100	D	\$ 70.95	9,500	D
Class A Common Stock	03/28/2006	S	200	D	\$ 70.93	9,300	D
Class A Common Stock	03/28/2006	S	200	D	\$ 70.92	9,100	D
Class A Common Stock	03/28/2006	S	400	D	\$ 70.9	8,700	D
Class A Common Stock	03/28/2006	S	200	D	\$ 70.86	8,500	D
Class A Common Stock	03/28/2006	S	300	D	\$ 70.85	8,200	D
Class A Common Stock	03/28/2006	S	200	D	\$ 70.81	8,000	D
Class A Common Stock	03/28/2006	S	400	D	\$ 70.8	7,600	D
Class A Common Stock	03/28/2006	S	100	D	\$ 70.79	7,500	D
Class A Common Stock	03/28/2006	S	200	D	\$ 70.78	7,300	D
Class A Common Stock	03/28/2006	S	200	D	\$ 70.77	7,100	D
Class A Common Stock	03/28/2006	S	100	D	\$ 70.76	7,000	D
Class A Common Stock	03/28/2006	S	500	D	\$ 70.75	6,500	D

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Class A Common Stock	03/28/2006		S	100	D	\$ 70.73	6,400	D		
Class A Common Stock	03/28/2006 ⁽⁴⁾		J	V	57 ⁽⁴⁾	A	\$ 0 ⁽⁴⁾	886 ⁽⁴⁾	I	Held in 401(k) Plan

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 Underlying Security (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Nonstatutory Stock Option (Right to Buy) NSO	\$ 15.48	03/28/2006		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					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	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 BAKERSFIELD, CA 93309			Executive Vice President	

Signatures

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

03/30/2006

__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.
 - (4) Between January 1, 2006 and March 28, 2006 the reporting person acquired shares of Berry Petroleum Company Common Stock in the Company's 401(k) Plan. All transactions were at market value and were non-discretionary.

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.