

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 <sup>(3)</sup>               | 10,000  | A   | \$ 15.48   | 10,500  | D |
| Class A Common Stock            | 03/29/2006                           |  | M <sup>(3)</sup>               | 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 <sup>(3)</sup>               | 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 <sup>(3)</sup>               | 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) <sup>(1)</sup>  | \$ 0 <sup>(1)</sup>                                    |                                      |  |                                |   | <sup>(2)</sup>   | <sup>(2)</sup>  | Class A Common Stock | 5,000                      |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                          |       |
|---|---------------|-----------|--------------------------|-------|
|   | Director      | 10% Owner | Officer                  | Other |
| MAGRUDER LOGAN<br>C/O BERRY PETROLEUM COMPANY<br>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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