#### **BUSCH RALPH B III**

Form 4 October 02, 2008

## FORM 4

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

**OMB APPROVAL** 

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

January 31, 2005

0.5

Estimated average burden hours per

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

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

2. Issuer Name and Ticker or Trading

BERRY PETROLEUM CO [BRY]

Symbol

1(b).

(Print or Type Responses)

**BUSCH RALPH B III** 

1. Name and Address of Reporting Person \*

See Instruction

					-	(Check all applicable)						
(Last)	3. Date of Earliest Transaction											
C/O BERRY PETROLEUM			(Month/Day/Year)					Director Officer (g		10% Owner Other (specify		
COMPANY	0913012	09/30/2008				below)	below)	`1				
		4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person						
BAKERSF	Filed(Month/Day/Year)											
(City)	(State)	(Zip)	Tabla I - Non-Darivativa Sacuritias				ec A	Acquired, Disposed of, or Beneficially Owned				
							CS A					
1.Title of Security (Month/Day/Year) Execution any (Month/Day		on Date, if	3. Transaction Code (Instr. 8)	4. Securities onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned	6. Ownership Form: Direct (D) or	Ownership			
				Code V	Amount	(A) or (D) P	rice	Following Reported Transaction(s) (Instr. 3 and 4)	Indirect (I) (Instr. 4)	(Instr. 4)		
Class A Common Stock								144,238	D			
Class A Common Stock								90,000	I	As Co-Trustee of Charitable Trust		
Class A Common Stock								125,665	I	As Co-Trustee of Union Bank Trust Shares		

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Class A Common Stock	7,000	I	Busch Family Foundation
Class A Common Stock	532	I	As Custodian for Minor Children

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474

(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. Transacti Code (Instr. 8)		6. Date Exercisals Date (Month/Day/Year		7. Title and Underlying (Instr. 3 and	Secur
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Am or Nu of S
Nonstatutory Stock Options 12-2-2000	\$ 7.8438					12/02/2000	12/02/2010	Class A Common Stock	10
Nonstatutory Stock Options 12-2-01	\$ 7.725					12/02/2001	12/02/2011	Class A Common Stock	10
Nonstatutory Stock Options 12-2-02	\$ 8.07					12/02/2002	12/02/2012	Class A Common Stock	10
Nonstatutory Stock Options 12-2-03	\$ 9.61					12/02/2003	12/02/2013	Class A Common Stock	10
Nonstatutory Stock	\$ 21.77					12/02/2004	12/02/2014	Class A Common	10

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Options 12-2-04							Stock	
Nonstatutory Stock Option 12-15-05	\$ 30.645				12/15/2005	12/15/2015	Class A Common Stock	10
Nonstatutory Stock Option 12-15-06	\$ 32.565				12/15/2006	12/14/2016	Class A Common Stock	10
2007 Restricted Stock Unit (1)	\$ 0				01/01/2008(2)	12/13/2017(3)	Class A Common Stock	1,
NSO 2007	\$ 43.61				12/14/2007	12/13/2017	Class A Common Stock	3,
Phantom Stock Units	\$ 0	09/30/2008	A	335	08/08/1988	08/08/1988	Class A Common Stock	15

# **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

BUSCH RALPH B III C/O BERRY PETROLEUM COMPANY 5201 TRUXTUN BAKERSFIELD, CA 93309

### **Signatures**

Kenneth A Olson under POA for Ralph Busch 10/02/2008

\*\*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)** 1 for 1
- (2) The RSU granted is 100% vested at the date of grant but the receipt of shares are subject to a deferral period which is generally at least four years from the grant date as per the deferral election.
- (3) The RSU is subject to a deferral election. Shares of Class A Common Stock will be delivered to the reporting person as per the terms of the deferral election.
- (4) Phantom Stock Units acquired under the Company's Non-Employee Director Deferred Compensation Plan in a transaction exempt under Rule 16b-3(c). Shares of Common Stock are issued under terms of the Plan upon resignation from the board of directors.

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.

Reporting Owners 3