

BERRY PETROLEUM CO  
Form 4  
May 15, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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**

(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)  
**05/11/2006**

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)  
 Former Exec VP

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |   |
| Class A Common Stock            | 05/11/2006                           |  | M <sup>(1)</sup>               |   | 1,300 A \$ 19.94  | 1,800  | D   |
| Class A Common Stock            | 05/11/2006                           |  | S                              |   | 1,300 D \$ 74.25  | 500  | D   |
| Class A Common Stock            | 05/11/2006                           |  | J <sup>(4)</sup>               |   | 3 <sup>(5)</sup> D \$ 0   | 910  | I Held in 401k Plan                                   |
| Class A Common                  | 05/12/2006                           |  | M <sup>(6)</sup>               |   | 3,700 A \$ 43.16  | 4,200  | D   |

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Stock

|                            |            |   |       |   |             |       |   |
|----------------------------|------------|---|-------|---|-------------|-------|---|
| Class A<br>Common<br>Stock | 05/12/2006 | S | 127   | D | \$<br>70.77 | 4,073 | D |
| Class A<br>Common<br>Stock | 05/12/2006 | S | 100   | D | \$<br>70.68 | 3,973 | D |
| Class A<br>Common<br>Stock | 05/12/2006 | S | 3,473 | D | \$<br>70.65 | 500   | D |

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. 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 Securities (Instr. 3 and 4) |                      |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------|----------------------------|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date   | Title                | Amount or Number of Shares |
|  |  |                                      |  |                                |   | Code   | V   | (A)                  | (D)                        |
| Nonstatutory Stock Option                  | \$ 19.94   | 05/11/2006                           |  | M <sup>(2)</sup>               | 1,300   | 12/05/2004 11/30/2006                                    |   | Class A Common Stock | 1,300                      |
| Nonstatutory Stock Option                  | \$ 43.16   | 05/12/2006                           |  | M <sup>(7)</sup>               | 3,700   | 11/23/2005 06/30/2006                                    |   | Class A Common Stock | 3,700                      |

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

MAGRUDER LOGAN  
C/O BERRY PETROLEUM COMPANY 5201 TRUXTUN  
BAKERSFIELD, CA 93309

Former Exec VP

## Signatures

Kenneth A Olson under POA or Logan  
Magruder

05/15/2006

\_\_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) Exercise of Stock Options under the Company's equity plans in a transaction exempt under Rule 16b.
- (2) Exercise of Stock Options under the Company's equity plans in a transaction exempt under Rule 16b.
- (3) Exercise of Stock Options under the Company's equity plans in a transaction exempt under Rule 16b.
- (4) Changes in the number of shares of Common Stock held in the individuals 401(k) account due to required maintenance of cash position. All transactions were at market and non-discretionary.
- (5) Changes in the number of shares of Common Stock held in the individuals 401(k) account due to required maintenance of cash position. All transactions were at market and non-discretionary.
- (6) Exercise of Stock Options under the Company's equity plans in a transaction exempt under Rule 16b.
- (7) Exercise of Stock Options under the Company's equity plans in a transaction exempt under Rule 16b.
- (8) Exercise of Stock Options under the Company's equity plans in a transaction exempt under Rule 16b.

### Remarks:

Employee Resigned as officer and employee on March 31, 2006.

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.