

BERRY PETROLEUM CO
 Form 4/A
 November 08, 2007

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 *
CRAWFORD GEORGE T

(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)
11/05/2007

4. If Amendment, Date Original Filed(Month/Day/Year)
11/07/2007

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 ____ Officer (give title below) _____ Other (specify below)
VP of CA Production

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	11/05/2007		M		10,000 A \$ 6.25	D	
Class A Common Stock	11/05/2007		M		40,000 A \$ 7.8438	D	
Class A Common Stock	11/05/2007		M		3,600 A \$ 8.15	D	
Class A Common	11/05/2007		J	V	8 ⁽⁷⁾ A \$ 0	I	Held in 401(k)

Stock								Plan
Class A Common Stock	11/05/2007		S	5,653	D	\$ 45.75	53,600	D
Class A Common Stock	11/05/2007		S	50,000	D	\$ 46	3,600	D
Class A Common Stock	11/05/2007		S	3,600	D	\$ 46.5	0	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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Nonstatutory Stock Option	\$ 8.25					12/06/2003	12/06/2012	Class A Common Stock	30,000
Nonstatutory Stock Option	\$ 9.97					12/05/2004	12/05/2013	Class A Common Stock	40,000
Nonstatutory Stock Option	\$ 21.58					11/23/2005	11/23/2014	Class A Common Stock	40,000
Nonstatutory Stock Option	\$ 30.645					12/15/2006	12/15/2015	Class A Common Stock	20,000
Restricted Stock Units	\$ 0 ⁽¹⁾					⁽²⁾	⁽³⁾	Class A Common Stock	3,700

Nonstatutory Stock Option	\$ 32.565				12/15/2007	12/14/2016	Class A Common Stock	20,000
Restricted Stock Units	\$ 0 ⁽⁴⁾				<u>(5)</u>	<u>(6)</u>	Class A Common Stock	6,000
Nonstatutory Stock Option	\$ 6.25	11/05/2007	M	10,000	12/04/1999	12/04/2008	Class A Common Stock	10,000
Nonstatutory Stock Option	\$ 7.8438	11/05/2007	M	40,000	12/02/2001	12/01/2010	Class A Common Stock	40,000
Nonstatutory Stock Option	\$ 8.15	11/05/2007	M	3,600	12/07/2002	12/07/2011	Class A Common Stock	3,600

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CRAWFORD GEORGE T C/O BERRY PETROLEUM COMPANY 5201 TRUXTUN BAKERSFIELD, CA 93309			VP of CA Production	

Signatures

Kenneth A Olson under POA for George Crawford
11/08/2007

 **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 vests 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) The restricted stock units vests 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.
 - (4) Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock
 - (5) The restricted stock units vests in four equal annual installments beginning December 15, 2007. Shares of Class A Common Stock will be delivered to the reporting person at the time of vesting.
 - (6) The restricted stock units vests in four equal annual installments beginning December 15, 2007. Shares of Class A Common Stock will be delivered to the reporting person at the time of vesting.
 - (7) Shares of Common Stock acquired by the reporting person in the Company's 401(k) Plan. All transactions were at market and were non-discretionary.

Remarks:

The original Form 4 filing reflected the derivative security holdings for the 12/07/02 vesting at \$8.15 at zero shares after the transaction. The correct number was 36,400. This filing corrects that error.

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.