

JAMIESON THOMAS J.

Form 4

June 30, 2006

FORM 4

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

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

OMB APPROVAL

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
JAMIESON THOMAS J

2. Issuer Name **and** Ticker or Trading Symbol
BERRY PETROLEUM CO [BRY]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
06/28/2006

_____ Director _____ 10% Owner
 _____ Officer (give title _____ Other (specify
 below) below)

C/O BERRY PETROLEUM
COMPANY 5201 TRUXTUN

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

BAKERSFIELD, CA 93309

☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting Person

(City) (State) (Zip)

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 | (A) or (D) | Price | | | |
| Class A Common Stock | | | | | | | | 33,800 | I | Owned by corporation |
| Class A Common Stock | 06/28/2006 | | P | | 1,000 | A | \$ 31.393 | 1,000 | I | Owned by partnership |
| Class A Common Stock | 06/28/2006 | | P | | 10,000 | A | \$ 31.45 | 11,000 | I | Owned by partnership |
| Class A Common | 06/28/2006 | | P | | 3,322 | A | \$ 31.71 | 14,322 | I | Owned by partnership |

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| | | | | | | | | |
|----------------------------|------------|---|-------|---|----------|--------|---|-------------------------|
| Stock | | | | | | | | |
| Class A Common Stock | 06/28/2006 | P | 4,278 | A | \$ 31.75 | 18,600 | I | Owned by partnership |
| Class A Common Stock | 06/28/2006 | P | 1,300 | A | \$ 31.73 | 19,900 | I | Owned by partnership |
| Class A Common Stock | 06/28/2006 | P | 200 | A | \$ 31.72 | 20,100 | I | Owned by partnership |
| Class A Common Stock | 06/28/2006 | P | 100 | A | \$ 31.69 | 20,200 | I | Owned by partnership |
| Class A Common Stock | 06/28/2006 | P | 1,200 | A | \$ 31.76 | 21,400 | I | Owned by partnership |
| Class A Common Stock | 06/28/2006 | P | 1,700 | A | \$ 31.78 | 23,100 | I | Owned by partnership |
| Class A Common Stock | 06/28/2006 | P | 900 | A | \$ 31.8 | 24,000 | I | Owned by partnership |
| Class A Common Stock | 06/28/2006 | P | 1,000 | A | \$ 31.42 | 25,000 | I | Owned by partnership |
| Class A Common Stock | 06/29/2006 | M | 6,000 | A | \$ 6.875 | 18,000 | D | |

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

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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 An Underlying Sec (Instr. 3 and 4) |
|---|---|---|---|---|---|--|---|
|---|---|---|---|---|---|--|---|

| | | | | | | Date Exercisable | Expiration Date | Title |
|----------------------------|-----------|------------|------|---|-----|------------------|---------------------------|---------------------------|
| | | | Code | V | (A) | (D) | | |
| Nonstatutory Stock Option | \$ 9.4688 | | | | | | 12/02/1997 | 12/02/2007 |
| | | | | | | | | Class A Common Stock |
| Nonstatutory Stock Option | \$ 6.3125 | | | | | | 12/02/1998 | 12/02/2008 |
| | | | | | | | | Class A Common Stock |
| Nonstatutory Stock Options | \$ 7.0312 | | | | | | 12/02/1999 | 12/02/2009 |
| | | | | | | | | Class A Common Stock |
| Nonstatutory Stock Options | \$ 7.8438 | | | | | | 12/02/2000 | 12/02/2010 |
| | | | | | | | | Class A Common Stock |
| Nonstatutory Stock Options | \$ 7.725 | | | | | | 12/02/2001 | 12/02/2011 |
| | | | | | | | | Class A Common Stock |
| Nonstatutory Stock Options | \$ 8.07 | | | | | | 12/02/2002 | 12/02/2012 |
| | | | | | | | | Class A Common Stock |
| Nonstatutory Stock Options | \$ 9.61 | | | | | | 12/02/2003 | 12/02/2013 |
| | | | | | | | | Class A Common Stock |
| Nonstatutory Stock Options | \$ 21.77 | | | | | | 12/02/2004 | 12/02/2014 |
| | | | | | | | | Class A Common Stock |
| Nonstatutory Stock Option | \$ 30.645 | | | | | | 12/15/2005 | 12/15/2015 |
| | | | | | | | | Class A Common Stock |
| Phantom Stock Units | \$ 0 | | | | | | 08/08/1988 ⁽¹⁾ | 08/08/1988 ⁽²⁾ |
| | | | | | | | | Class A Common Stock |
| Nonstatutory Stock Option | \$ 6.875 | 06/29/2006 | M | | | 6,000 | 12/02/1996 | 12/02/2006 |
| | | | | | | | | Class A Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| JAMIESON THOMAS J C/O BERRY PETROLEUM COMPANY 5201 TRUXTUN | | | | |

BAKERSFIELD, CA 93309

Signatures

Kenneth A Olson under POA or Thomas
Jamieson

06/30/2006

__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) 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.
- (2) 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.
- (3) Exercise of Stock Options under the Company's equity plans in a transaction exempt under Rule 16b.

Remarks:

All amounts for holdings and prices as of May 17, 2006 have been adjusted for the Company's 2-for-1 stock split.

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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