BUSCH RALPH B III

Check this box

if no longer

subject to

Section 16.

Form 4

December 18, 2006

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

Estimated average

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Washington, D.C. 20549

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

BUSCH RALPH B III				Symbol BERRY PETROLEUM CO [BRY]					(Check all applicable)			
(Last) (First) (Middle) C/O BERRY PETROLEUM COMPANY 5201 TRUXTUN			1	3. Date of Earliest Transaction (Month/Day/Year) 12/15/2006					(Check all applicable) Director 10% Owner Officer (give title below) Other (specify below)			
(Street) BAKERSFIELD, CA 93309				4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City	y) (St	(State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned							ially Owned			
1.Title of Security (Instr. 3)	(Mont	nsaction Date h/Day/Year)	2A. Deeme Execution I any (Month/Day	Date, if	3. Transaction Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3,	(A) o of (D)	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)	
Class A Commo Stock	=								97,750	I	As Co-Trustee of Charitable Trust	
Class A Commo Stock									128,040	I	As Co-Trustee of Union Bank Trust Shares	

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Class A			Busch
Common	8,000	I	Family
Stock			Foundation

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. Transacti Code (Instr. 8)	5. Number of conderivative Securities Acquired (A or Disposed (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and A Underlying So (Instr. 3 and 4
				Code V	(A) (I		Expiration Date	Title
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 (2)					08/08/1988(3)	08/08/1988(4)	Class A Common Stock
Nonstatutory Stock Option	\$ 32.565	12/15/2006		A(5)	10,000	12/15/2006	12/14/2016	Class A Common

Reporting Owners

Reporting Owner Name / Address

Relationships

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

12/18/2006

**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) 1 for 1
- (2) 1 for 1
- (3) 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.
- (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.
- (5) Grant of Non-statutory stock option under the Company's 2005 Equity Incentive Plan in a transaction exempt under Rule 16b-3(c). Options vest 100% on date of grant.
- (6) Grant of Non-statutory stock option under the Company's 2005 Equity Incentive Plan in a transaction exempt under Rule 16b-3(c). Options vest 100% on date of grant.

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