DALE DONALD A Form 4

December 19, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

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Check this box if no longer subject to Section 16. 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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * DALE DONALD A			Symbol		Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First)	(Middle)		f Earliest Tr		(Chec	k all applicable)			
` ,	,	,	(Month/D	Day/Year)	ansaction	Director	10%			
C/O BERRY PETROLEUM COMPANY 5201 TRUXTUN			12/15/2	006		Officer (give title Other (specify below) Controller				
(Street)			4. If Ame	endment, Da	te Original	6. Individual or Joint/Group Filing(Check				
DAVEDCEI	,	Filed(Month/Day/Year)			Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting					
BAKEKSFI	ELD, CA 93309)				Person	•			
(City)	(State)	(Zip)	Tabl	le I - Non-D	Perivative Securities Acq	uired, Disposed of	, or Beneficiall	y Owned		
1.Title of	2. Transaction Dat	e 2A. Deen	ned	3.	4. Securities Acquired	5. Amount of	6.	7. Nature of		
Security	(Month/Day/Year)) Execution	Date, if	Transactio	n(A) or Disposed of (D)	Securities	Ownership	Indirect		
(Instr. 3)		any		Code	(Instr. 3, 4 and 5)	Beneficially	Form: Direct			
		(Month/D	ay/Year)	(Instr. 8)		Owned	(D) or	Ownership		

Security (Instr. 3)	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transactio Code (Instr. 8)		(A) or Oisposed of (D) or Oisposed of (D) or Oisposed of (D)		Securities Beneficially Owned Following Reported Transaction(s)	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect Beneficia Ownersh (Instr. 4)
			Code V	Amount		Price	(Instr. 3 and 4)		
Class A Common Stock	12/15/2006		M <u>(1)</u>	400	A	\$ 32.565	4,054	D	
Class A Common Stock	12/15/2006		F <u>(7)</u>	144	D	\$ 32.565	3,910	D	

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

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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. Transactic Code (Instr. 8)	5. Number on 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Nonstatutory Stock Option	\$ 9.97					12/05/2004	12/05/2013	Class A Common Stock	9,500
Nonstatutory Stock Option	\$ 21.58					11/23/2005	11/23/2014	Class A Common Stock	12,000
Nonstatutory Stock Option	\$ 30.645					12/15/2006	12/15/2015	Class A Common Stock	5,000
Restricted Stock Units	\$ 0 (3)	12/15/2006		M(4)	400	<u>(5)</u>	<u>(6)</u>	Class A Common Stock	400

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

DALE DONALD A C/O BERRY PETROLEUM COMPANY 5201 TRUXTUN BAKERSFIELD, CA 93309

Controller

Signatures

Kenneth A Olson under POA for Donald Dale 12/19/2006

**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) Vested shares issued pursuant to Rule 16b-3 plan.
- (2) 1 for 1

Reporting Owners 2

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- (3) Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock
- (4) Vesting of 25% of RSUs granted 12-15-2006
- (5) 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.
- (6) 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.
- (7) Shares withheld incident to vesting of RSUs for the payment of tax liability issued in accordance with Rule 16b-3.

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.