

BERRY PETROLEUM CO  
 Form 4/A  
 November 08, 2007

**FORM 4**

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

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 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 <sup>(7)</sup> A \$ 0   | I  | Held in 401(k)  |

| Stock                      |            |  |   |        |   |          |        | Plan |
|----------------------------|------------|--|---|--------|---|----------|--------|------|
| Class A<br>Common<br>Stock | 11/05/2007 |  | S | 5,653  | D | \$ 45.75 | 53,600 | D    |
| Class A<br>Common<br>Stock | 11/05/2007 |  | S | 50,000 | D | \$ 46    | 3,600  | D    |
| Class A<br>Common<br>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.**

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(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 <sup>(1)</sup>                                    |                                      |  |                                |   | <sup>(2)</sup>   | <sup>(3)</sup>  | Class A Common Stock | 3,700                      |

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

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                     |       |
|--|---------------|-----------|---------------------|-------|
|  | Director      | 10% Owner | Officer             | Other |
| CRAWFORD GEORGE T<br>C/O BERRY PETROLEUM COMPANY 5201 TRUXTUN<br>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.