

BUSCH RALPH B III  
 Form 4  
 September 10, 2009

**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

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**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 \*  
**BUSCH RALPH B III**

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)  
**09/09/2009**

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

**C/O BERRY PETROLEUM COMPANY, 1999 BROADWAY, SUITE 3700**

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**DENVER, CO 80202**

(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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Class A Common Stock					90,000	I	As Co-Trustee of Charitable Trust
Class A Common Stock					125,665	I	As Co-Trustee of Union Bank Trust Shares
					10,432	I	

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Class	Common	Stock							As Custodian for Minor Children	
Class A	Common	Stock	09/09/2009	S	2,000	D	\$ 24.08	146,528	D	
Class A	Common	Stock	09/09/2009	S	1,000	D	\$ 24.15	145,528	D	
Class A	Common	Stock	09/09/2009	S	1,000	D	\$ 24.18	144,528	D	
Class A	Common	Stock	09/09/2009	S	800	D	\$ 24.32	143,728	D	
Class A	Common	Stock	09/09/2009	S	200	D	\$ 24.46	143,528	D	
Class A	Common	Stock	09/09/2009	S	1,000	D	\$ 24.04	6,000	I	Busch Family Foundation

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 Underlying Security (Instr. 3 and 4)
Nonstatutory Stock	\$ 7.8438			Code V	(A) (D)	Date Exercisable 12/02/2000 Expiration Date 12/02/2010	Title Class A Common

Amount  
or  
Number  
of Shares

Options					Stock
Options 12-2-2000					
Nonstatutory Stock Options 12-2-01	\$ 7.725	12/02/2001	12/02/2011	Class A Common Stock	10,0
Nonstatutory Stock Options 12-2-02	\$ 8.07	12/02/2002	12/02/2012	Class A Common Stock	10,0
Nonstatutory Stock Options 12-2-03	\$ 9.61	12/02/2003	12/02/2013	Class A Common Stock	10,0
Nonstatutory Stock Options 12-2-04	\$ 21.77	12/02/2004	12/02/2014	Class A Common Stock	10,0
Nonstatutory Stock Option 12-15-05	\$ 30.645	12/15/2005	12/15/2015	Class A Common Stock	10,0
Phantom Stock Units <u>(1)</u>	\$ 0 <u>(2)</u>	08/08/1988 <sup>(3)</sup>	08/08/1988 <sup>(4)</sup>	Class A Common Stock	35,4
Nonstatutory Stock Option 12-15-06	\$ 32.565	12/15/2006	12/14/2016	Class A Common Stock	10,0
2007 Restricted Stock Unit <u>(5)</u>	\$ 0	01/01/2008 <sup>(6)</sup>	12/13/2017 <sup>(7)</sup>	Class A Common Stock	1,3
NSO 2007	\$ 43.61	12/14/2007	12/13/2017	Class A Common Stock	3,9

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BUSCH RALPH B III C/O BERRY PETROLEUM COMPANY 1999 BROADWAY, SUITE 3700 DENVER, CO 80202				

