
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): June 29, 2005 (June 27, 2005)

BERRY PETROLEUM COMPANY

(Exact Name of Registrant as Specified in its Charter)

DELAWARE

(State or Other Jurisdiction of
Incorporation or Organization)

1-9735

(Commission File Number)

77-0079387

(IRS Employer
Identification Number)

5201 TRUXTUN AVE., STE. 300, BAKERSFIELD, CA
(Address of Principal Executive Offices)

93309
(Zip Code)

Registrant's telephone number, including area code: **(661) 616-3900**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 7.01 Regulation FD Disclosure

On June 29, 2005 Berry Petroleum Company issued a news release announcing the completion of a new \$500 million unsecured credit facility.

The information in this Current Report on Form 8-K and Exhibit 99.1 is being furnished and shall not be deemed "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section.

Item 9.01 Financial Statements and Exhibits

(c) Exhibits

99.1 Press Release of Berry Petroleum Company dated June 29, 2005.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereto duly authorized.

**BERRY PETROLEUM
COMPANY**

By: /s/ Kenneth A. Olson
Kenneth A. Olson
Corporate Secretary

Date: June 29, 2005

Berry Petroleum Company
5201 Truxtun Avenue, Suite 300
Bakersfield, California 93309-0640

Phone (661) 616-3900
E-mail: ir@bry.com
Internet: www.bry.com

Contacts: Robert F. Heinemann, President and CEO - - Ralph J. Goehring, Executive Vice President and CFO

**BERRY PETROLEUM COMPLETES NEW \$500 MILLION
UNSECURED CREDIT FACILITY**

Bakersfield, CA - June 29, 2005 - Berry Petroleum Company (NYSE:BRY) successfully completed a new \$500 million unsecured five-year credit facility arranged and managed by Wells Fargo Bank with Societe Generale, BNP Paribas and Citibank (West) participating in various agent roles. The new credit facility recognizes Berry's strong financial profile and replaces the previous \$200 million facility that was scheduled to mature in mid-2006. The amount of outstanding debt currently drawn on the previous facility (\$125 million) remains unchanged with respect to this transaction. Terms are substantially similar, and in certain instances, more favorable to the Company compared to the previous credit facility.

Ralph Goehring, executive vice president and chief financial officer, stated, "The new credit facility, which has an initial borrowing base of \$350 million, is an integral part of our financing structure that provides Berry with improved access to capital and the flexibility to support our growth plans. We felt it was in the best long-term interests of the Company to take advantage of the lower interest rates available to us in today's market environment. We are pleased that the bank group recognizes the solid asset base and strong financial performance of Berry."

Berry Petroleum Company is a publicly traded independent oil and gas production, exploration and exploitation company located in Bakersfield, California.

This release contains certain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 involving risks and uncertainties discussed in detail in the Company's Securities and Exchange Commission filing and reports, including the Company's 2004 Annual Report to shareholders. Actual results may vary due to these or other risks and uncertainties.

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