

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>REHKOPF BRIAN L</u>  (Last) (First) (Middle) C/O BERRY PETROLEUM COMPANY 5201 TRUXTUN AVE., SUITE 300  (Street) BAKERSFIELD CA 93309  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>BERRY PETROLEUM CO [ BRY ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Vice President of Engineering</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/29/2005</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	(A) or (D)	Price			
Class A Common Stock	03/29/2005		S		1,000	D	\$49.82	36,760	D	
Class A Common Stock	03/29/2005		S		1,100	D	\$50	35,660	D	
Class A Common Stock	03/29/2005		S		200	D	\$50.01	35,460	D	
Class A Common Stock	03/29/2005		S		100	D	\$50.44	35,360	D	
Class A Common Stock	03/29/2005		S		400	D	\$50.45	34,960	D	
Class A Common Stock	03/29/2005		S		500	D	\$50.46	34,460	D	
Class A Common Stock	03/29/2005		S		400	D	\$50.47	34,060	D	
Class A Common Stock	03/29/2005		S		1,700	D	\$50.5	32,360	D	
Class A Common Stock	03/29/2005		S		900	D	\$50.51	31,460	D	
Class A Common Stock	03/29/2005		S		1,690	D	\$50.52	29,770	D	
Class A Common Stock	03/29/2005		S		300	D	\$50.53	29,470	D	
Class A Common Stock	03/29/2005		S		100	D	\$50.54	29,370	D	
Class A Common Stock	03/29/2005		S		500	D	\$50.55	28,870	D	
Class A Common Stock	03/29/2005		S		100	D	\$50.57	28,770	D	
Class A Common Stock	03/29/2005		S		300	D	\$50.58	28,470	D	
Class A Common Stock	03/29/2005		S		500	D	\$50.59	27,970	D	
Class A Common Stock	03/29/2005		S		500	D	\$50.6	27,470	D	
Class A Common Stock	03/29/2005		S		100	D	\$50.61	27,370	D	
Class A Common Stock	03/29/2005		S		1,200	D	\$50.65	26,170	D	
Class A Common Stock	03/29/2005		S		1,100	D	\$50.66	25,070	D	
Class A Common Stock	03/29/2005		S		100	D	\$50.68	24,970	D	
Class A Common Stock	03/29/2005		S		200	D	\$50.69	24,770	D	
Class A Common Stock	03/29/2005		S		200	D	\$50.84	24,570	D	
Class A Common Stock	03/29/2005		S		1,400	D	\$50.86	23,170	D	
Class A Common Stock	03/29/2005		S		300	D	\$50.87	22,870	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Deemed Execution Date, if any (Month/Day/Year)	5. Transaction Code (Instr. 8)		6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)					
Nonstatutory Stock Option (Right to Buy) NSO	\$19.375						12/05/1998 12/05/2007	Class A Common Stock		10,000	D	
Nonstatutory Stock Option (Right to Buy) NSO	\$12.5						12/04/1999 12/04/2008	Class A Common Stock		10,000	D	
Nonstatutory Stock Option (Right to Buy) NSO	\$15.69						12/02/2001 12/02/2010	Class A Common Stock		20,000	D	
Nonstatutory Stock Option (Right to Buy) NSO	\$16.3						12/07/2002 12/07/2011	Class A Common Stock		20,000	D	
Nonstatutory Stock Option (Right to Buy) NSO	\$16.5						12/06/2003 12/06/2012	Class A Common Stock		7,500	D	
Nonstatutory Stock Option (Right to Buy) NSO	\$19.94						12/05/2004 12/05/2013	Class A Common Stock		20,000	D	
Nonstatutory Stock Option (Right to Buy) NSO	\$43.16						11/23/2005 11/23/2014	Class A Common Stock		20,000	D	

Explanation of Responses:

Remarks:

Kenneth A. Olson under Power of Attorney on file 03/31/2005

\*\* Signature of Reporting Person Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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