

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K/A

CURRENT REPORT

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

Date of Report (Date of earliest event reported) December 17, 1996

Berry Petroleum Company
(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation)	1-9735 (Commission File Number)	77-0079387 IRS Employer Identification No.
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28700 Hovey Hills Road, P.O. Bin X, Taft, CA 93268
(Address of principal executive offices)

Registrant's telephone number, including area code (805) 769-8811

N/A
(Former name or former address, if changed since last report)

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Item 5. Other Event.

This Form 8-K/A is being filed to amend the Form 8-K filed on December 19, 1997 to report the resignation of Mr. Bryant as the Company's Chairman of the Board. Mr. Bryant's resignation should have been reported as an Item 5 - Other Event, as there was no disagreement or dispute regarding his resignation, but was inadvertently reported as an Item 6 event.

As reported on December 17, 1996, Mr. Harvey L. Bryant, Chairman of the Board and Director of Berry Petroleum Company, will resign those positions effective March 21, 1997. Mr. Bryant's resignation is not related to any disagreement with the Company on any matter related to the Company's operations, policies or practices.

The Board of Directors has appointed Mr. Jerry V. Hoffman, Berry's current President and Chief Executive Officer, to replace Mr. Bryant as Chairman of the Board of Directors upon Mr. Bryant's retirement. Mr. Hoffman has been President and Chief Executive Officer since May of 1994 when Mr. Bryant retired from those positions.

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 hereunto duly authorized.

Date: March 4, 1997

BERRY PETROLEUM COMPANY,
a Delaware corporation

/s/ Kenneth A. Olson

By: Kenneth A. Olson
Corporate Secretary/Treasurer