

SECURITIES AND EXCHANGE COMMISSION

FORM 5

Annual statement of changes in beneficial ownership of securities

Filing Date: **2009-01-26** | Period of Report: **2007-12-31**
SEC Accession No. **0001246360-09-000289**

([HTML Version](#) on [secdatabase.com](#))

REPORTING OWNER

BUSCH RALPH B III

CIK: **1191741**

Type: **5** | Act: **34** | File No.: **001-09735** | Film No.: **09546269**

Business Address
C/O BERRY PETROLEUM CO.
5201 TRUXTUN AVE., STE.
300
BAKERSFIELD CA 93309
6616163900

ISSUER

BERRY PETROLEUM CO

CIK: **778438** | IRS No.: **770079387** | State of Incorporation: **DE** | Fiscal Year End: **1231**
SIC: **1311** Crude petroleum & natural gas

Mailing Address
BERRY PETROLEUM CO
5201 TRUXTUN AVENUE,
SUITE 300
BAKERSFIELD CA 93309-0640

Business Address
5201 TRUXTUN AVENUE,
SUITE 300
BAKERSFIELD CA 93309-0640
661 616-3900

FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0362
Expires: 02/28/2011
Estimated average burden hours per response 1.0

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

Form 3 Holdings Reported

Form 4 Transactions Reported

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2007					
C/O BERRY PETROLEUM COMPANY 5201 TRUXTUN			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Reporting (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
(Street) BAKERSFIELD, CA 93309								
(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (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
Class A Common Stock							7,000	I	Busch Family Foundation
Class A Common Stock	10/20/2008		G	315 ⁽⁸⁾	A	\$ 0	148,528	D	
Class A Common Stock	10/20/2008		G	2,000 ⁽⁹⁾	A	\$ 0	10,432	I	As Custodian for Minor Children

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 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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A)	(D)	Date Exercisable	Expiration Date					

Nonstatutory Stock Options 12-2-2000	\$7.8438						12/02/2000	12/02/2010	Class A Common Stock	10,000		10,000	D	
Nonstatutory Stock Options 12-2-01	\$7.725						12/02/2001	12/02/2011	Class A Common Stock	10,000		10,000	D	
Nonstatutory Stock Options 12-2-02	\$8.07						12/02/2002	12/02/2012	Class A Common Stock	10,000		10,000	D	
Nonstatutory Stock Options 12-2-03	\$9.61						12/02/2003	12/02/2013	Class A Common Stock	10,000		10,000	D	
Nonstatutory Stock Options 12-2-04	\$21.77						12/02/2004	12/02/2014	Class A Common Stock	10,000		10,000	D	
Nonstatutory Stock Option 12-15-05	\$30.645						12/15/2005	12/15/2015	Class A Common Stock	10,000		10,000	D	
Phantom Stock Units (1)	\$ 0 (2)						08/08/1988 (3)	08/08/1988 (4)	Class A Common Stock	17,792		17,792	D	
Nonstatutory Stock Option 12-15-06	\$32.565						12/15/2006	12/14/2016	Class A Common Stock	10,000		10,000	D	
2007 Restricted Stock Unit (5)	\$ 0						01/01/2008 (6)	12/13/2017 (7)	Class A Common Stock	1,319		1,319	D	
NSO 2007	\$43.61						12/14/2007	12/13/2017	Class A Common Stock	3,956		3,956	D	

Explanation of Responses:

1. 1 for 1
2. 1 for 1
3. Phantom Stock Units acquired under the Company's Non-Employee Director Deferred Compensation Plan in a transaction exempt under Rule 16b-3(c). Shares of Common Stock are issued under terms of the Plan upon resignation from the board of directors.
4. Phantom Stock Units acquired under the Company's Non-Employee Director Deferred Compensation Plan in a transaction exempt under Rule 16b-3(c). Shares of Common Stock are issued under terms of the Plan upon resignation from the board of directors.
5. 1 for 1
6. The RSU granted is 100% vested at the date of grant but the receipt of shares are subject to a deferral period which is generally at least four years from the grant date as per the deferral election.
7. The RSU is subject to a deferral election. Shares of Class A Common Stock will be delivered to the reporting person as per the terms of the deferral election.
8. Gifted Shares
9. Gifted shares

Remarks:

This Form 5 is being filed to report gifted shares received in 2008 which were not previously reported.

Signatures

Kenneth A Olson under POA for Ralph Busch

** Signature of Reporting Person

01/26/2009

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.

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 Number.