

BUSCH RALPH B III

Form 4

January 03, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

**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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BUSCH RALPH B III

(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

BERRY PETROLEUM CO [BRY]

3. Date of Earliest Transaction
(Month/Day/Year)

12/30/2005

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

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

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	12/27/2005		G	V 4,000 D \$ 0 (4)	79,039	D	
Class A Common Stock	12/27/2005		G	V 350 D \$ 0	78,689	D	
Class A Common Stock					49,875	I	(1) As Co-Trustee of a Charitable Remainder

Class A Common Stock							64,020	I	Trust (2) As Co-Trustee of shares held in a trust at Union Bank of California
Class A Common Stock	12/27/2005	G	V	4,000	A	<u>\$ 0</u> (5)	4,000	I <u>(5)</u>	Busch Family Foundation

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

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(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)
						Date Exercisable Expiration Date	Title
				Code V (A) (D)			
Phantom Stock Units (2)	\$ 0 (1)	12/30/2005		A	208	08/08/1988(2) 08/08/1988(2)	Class A Common Stock
Non-Statutory Stock Option (NSO) (3)	\$ 15.69					12/02/2000 12/02/2010	Class A Common Stock
Non-Statutory Stock Option (NSO) (3)	\$ 15.45					12/02/2001 12/02/2011	Class A Common Stock
Non-Statutory Stock Option (NSO) (3)	\$ 16.14					12/02/2002 12/02/2012	Class A Common Stock
	\$ 19.22					12/02/2003 12/02/2013	

Non-Statutory Stock Option (NSO) ⁽³⁾					Class A Common Stock
Non-Statutory Stock Option (NSO) ⁽³⁾	\$ 43.54	12/02/2004	12/02/2014		Class A Common Stock
Non-Statutory Stock Option (NSO) ⁽³⁾	\$ 61.29	12/15/2005	12/15/2015		Class A Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BUSCH RALPH B III C/O BERRY PETROLEUM COMPANY 5201 TRUXTUN AVE., SUITE 300 BAKERSFIELD, CA 93309		X		

Signatures

Kenneth A. Olson under POA for Ralph B.
Busch III.

01/03/2006

 Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(1) 1 for 1

(2) Phantom Stock Units acquired under the Company's Non-Employee Director Deferred Stock and Compensation Plan in a transaction exempt under Rule 16b-3(c). Shares are issued under the terms of the Plan upon resignation from the Board.

(3) NSO - Right to buy Berry Petroleum Company Class A Common Stock

(4) Shares were gifted to a family foundation and are moving from direct to indirect ownership.

(5) Shares were gifted from Mr. Busch to this family foundation and moved from direct to indirect ownership. Voting for shares will be shared by Mr. Busch and other family members.

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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