BERRY PETROLEUM CO

Form 4/A

November 08, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

2. Issuer Name and Ticker or Trading

BERRY PETROLEUM CO [BRY]

OMB APPROVAL OMB

Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

January 31, 2005

0.5

Estimated average

response...

burden hours per

subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

if no longer

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

Symbol

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

CRAWFORD GEORGE T

See Instruction

(Last)	(First)	(Middle)				ransaction					,
C/O BERR		(Month/Day/Year) 11/05/2007					- - b	Director 10% Owner Officer (give title Other (specify below) VP of CA Production			
	(Street)		4. If Ame Filed(Mor 11/07/2	nth/Day/		ate Original	1	A	5. Individual or Jos Applicable Line) X_ Form filed by O		
BAKERSF	TIELD, CA 9330	9	-					Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Tabl	le I - No	n-I	Derivative :	Secur	ities Acqui	red, Disposed of	, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)		Date, if	Code (Instr.		4. Securit nor Dispos (Instr. 3, 4	ed of		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)
Common Stock	11/05/2007			M		10,000	A	\$ 6.25	15,653	D	
Class A Common Stock	11/05/2007			M		40,000	A	\$ 7.8438	55,653	D	
Class A Common Stock	11/05/2007			M		3,600	A	\$ 8.15	59,253	D	
Class A Common	11/05/2007			J	V	8 (7)	A	\$ 0	2,333	I	Held in 401(k)

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Stock								Plan
Class A Common Stock	11/05/2007	S	5,653	D	\$ 45.75	53,600	D	
Class A Common Stock	11/05/2007	S	50,000	D	\$ 46	3,600	D	
Class A Common Stock	11/05/2007	S	3,600	D	\$ 46.5	0	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(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)	Code	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercis Expiration Dat (Month/Day/Y	te	7. Title and Amoun Underlying Securiti (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amor or Numl of Sh
Nonstatutory Stock Option	\$ 8.25					12/06/2003	12/06/2012	Class A Common Stock	30,0
Nonstatutory Stock Option	\$ 9.97					12/05/2004	12/05/2013	Class A Common Stock	40,0
Nonstatutory Stock Option	\$ 21.58					11/23/2005	11/23/2014	Class A Common Stock	40,0
Nonstatutory Stock Option	\$ 30.645					12/15/2006	12/15/2015	Class A Common Stock	20,0
Restricted Stock Units	\$ 0 (1)					(2)	<u>(3)</u>	Class A Common Stock	3,7.

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Nonstatutory Stock Option	\$ 32.565				12/15/2007	12/14/2016	Class A Common Stock	20,0
Restricted Stock Units	\$ 0 (4)				<u>(5)</u>	<u>(6)</u>	Class A Common Stock	6,0
Nonstatutory Stock Option	\$ 6.25	11/05/2007	M	10,000	12/04/1999	12/04/2008	Class A Common Stock	10,0
Nonstatutory Stock Option	\$ 7.8438	11/05/2007	M	40,000	12/02/2001	12/01/2010	Class A Common Stock	40,0
Nonstatutory Stock Option	\$ 8.15	11/05/2007	M	3,600	12/07/2002	12/07/2011	Class A Common Stock	3,6

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

CRAWFORD GEORGE T C/O BERRY PETROLEUM COMPANY 5201 TRUXTUN BAKERSFIELD, CA 93309

VP of CA Production

Signatures

Kenneth A Olson under POA for George Crawford 11/08/2007

**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) Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock
- (2) The restricted stock units vests in four equal annual installments beginning December 15, 2006. Shares of Class A Common Stock will be delivered to the reporting person at the time of vesting.
- (3) The restricted stock units vests in four equal annual installments beginning December 15, 2006. Shares of Class A Common Stock will be delivered to the reporting person at the time of vesting.
- (4) Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock
- (5) The restricted stock units vests in four equal annual installments beginning December 15, 2007. Shares of Class A Common Stock will be delivered to the reporting person at the time of vesting.
- (6) The restricted stock units vests in four equal annual installments beginning December 15, 2007. Shares of Class A Common Stock will be delivered to the reporting person at the time of vesting.
- (7) Shares of Common Stock acquired by the reporting person in the Company's 401(k) Plan. All transactions were at market and were non-discretionary.

Reporting Owners 3

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Remarks:

The original Form 4 filing reflected the derivative security holdings for the 12/07/02 vesting at \$8.15 at zero shares after the transaction. The correct number was 36,400. This filing corrects that error.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.