

HAGG JOHN A
Form 4
March 31, 2005

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
HAGG JOHN A

2. Issuer Name and Ticker or Trading Symbol
BERRY PETROLEUM CO [BRY]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
03/29/2005

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

C/O BERRY PETROLEUM COMPANY, 5201 TRUXTUN AVE., SUITE 300

(Street)

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

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

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 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)	
				(A) or (D)	Price			
				Code	V	Amount		
Class A Common Stock	03/29/2005		M ⁽⁵⁾	3,000	A	\$ 10.625	6,000	D
Class A Common Stock	03/29/2005		M ⁽⁵⁾	3,000	A	\$ 13.75	9,000	D
Class A Common Stock	03/29/2005		M ⁽⁵⁾	5,000	A	\$ 18.94	14,000	D
Class A Common Stock	03/29/2005		M ⁽⁵⁾	5,000	A	\$ 12.625	19,000	D

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Common
Stock

Class A Common Stock	03/29/2005		M ⁽⁵⁾	5,000	A	\$ 14.0625	24,000	D
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Class A Common Stock	03/29/2005		F ⁽⁵⁾	6,149	D	\$ 48.99	17,851	D
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(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 Underlying S (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Phantom Stock Units	\$ 0 ⁽¹⁾					08/08/1988 ⁽²⁾	08/08/1988 ⁽³⁾	Class A Common Stock
Non-Statutory Stock Option (NSO) ⁽⁴⁾	\$ 10.625	03/29/2005		M ⁽⁵⁾	3,000	12/02/1995	12/02/2005	Class A Common Stock
Non-Statutory Stock Option (NSO) ⁽⁴⁾	\$ 13.75	03/29/2005		M ⁽⁵⁾	3,000	12/02/1996	12/02/2006	Class A Common Stock
Non-Statutory Stock Option (NSO) ⁽⁴⁾	\$ 18.94	03/29/2005		M ⁽⁵⁾	5,000	05/15/1998	12/02/2007	Class A Common Stock
Non-Statutory Stock Option (NSO) ⁽⁴⁾	\$ 12.625	03/29/2005		M ⁽⁵⁾	5,000	12/02/1998	12/02/2008	Class A Common Stock
Non-Statutory Stock Option	\$ 14.0625	03/29/2005		M ⁽⁵⁾	5,000	12/02/1999	12/02/2009	Class A Common

(NSO) ⁽⁴⁾				Stock
Non-Statutory Stock Option	\$ 15.69	12/02/2000	12/02/2010	Class A Common Stock
(NSO) ⁽⁴⁾				
Non-Statutory Stock Option	\$ 15.45	12/02/2001	12/02/2011	Class A Common Stock
(NSO) ⁽⁴⁾				
Non-Statutory Stock Option	\$ 16.14	12/02/2002	12/02/2012	Class A Common Stock
(NSO) ⁽⁴⁾				
Non-Statutory Stock Option	\$ 19.22	12/02/2003	12/02/2013	Class A Common Stock
(NSO) ⁽⁴⁾				
Non-Statutory Stock Option	\$ 43.54	12/02/2004	12/02/2014	Class A Common Stock
(NSO) ⁽⁴⁾				

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HAGG JOHN A C/O BERRY PETROLEUM COMPANY 5201 TRUXTUN AVE., SUITE 300 BAKERSFIELD, CA 93309	X			

Signatures

Kenneth A. Olson under POA for John A.
Hagg

03/31/2005

 **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 exercisable under the terms of the Plan upon resignation from the Board.
- (3) 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 expire under the terms of the Plan upon resignation from the Board.
- (4) NSO - Right to buy Berry Petroleum Company Class A Common Stock
- (5) Exercise of stock option under the Company's 1994 Stock Option Plan in a transaction exempt under Rule 16B.

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.