

YOUNG MARTIN H JR  
Form 4  
December 16, 2005

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

OMB APPROVAL

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**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 \*  
YOUNG MARTIN H JR

(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)  
12/15/2005

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)<br>Code V Amount (D) Price                             |   |  |                                   |
| Class A Common Stock            |                                      |  |                                |   | 10,000  | D  |                                   |

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)**

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| 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 (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Underlying Security (Instr. 3 and 4) |
|---|--|--------------------------------------|--|--------------------------------|--|--|---|
| Phantom Stock Units                             | \$ 0 <sup>(1)</sup>                                    |                                      |  |                                |  | 08/08/1988 <sup>(2)</sup> 08/08/1988 <sup>(3)</sup>      | Class A Common Stock                              |
| Non-Statutory Stock Option (NSO) <sup>(4)</sup> | \$ 14.0625   |                                      |  |                                |  | 12/02/1999 12/02/2009                                    | Class A Common Stock                              |
| Non-Statutory Stock Option (NSO) <sup>(4)</sup> | \$ 15.69   |                                      |  |                                |  | 12/02/2000 12/02/2010                                    | Class A Common Stock                              |
| Non-Statutory Stock Option (NSO) <sup>(4)</sup> | \$ 15.45   |                                      |  |                                |  | 12/02/2001 12/02/2011                                    | Class A Common Stock                              |
| Non-Statutory Stock Option (NSO) <sup>(4)</sup> | \$ 16.14   |                                      |  |                                |  | 12/02/2002 12/02/2012                                    | Class A Common Stock                              |
| Non-Statutory Stock Option (NSO) <sup>(4)</sup> | \$ 19.22   |                                      |  |                                |  | 12/02/2003 12/02/2013                                    | Class A Common Stock                              |
| Non-Statutory Stock Option (NSO) <sup>(4)</sup> | \$ 43.54   |                                      |  |                                |  | 12/02/2004 12/02/2014                                    | Class A Common Stock                              |
| Non-Statutory Stock Option (NSO) <sup>(4)</sup> | \$ 61.29   | 12/15/2005                           |  | A <sup>(5)</sup>               | 5,000  | 12/15/2005 12/15/2015                                    | Class A Common Stock                              |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| YOUNG MARTIN H JR<br>C/O BERRY PETROLEUM COMPANY<br>5201 TRUXTUN AVE., SUITE 300<br>BAKERSFIELD, CA 93309 | X             |           |         |       |

## Signatures

Kenneth A. Olson under POA for Martin H.  
Young, Jr.

12/16/2005

\_\_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) Grant of Nonstatutory Stock Option under the Company's 2005 Equity Incentive Plan in a transaction exempt under Rule 16b-3(c). Shares vest at 25% annually from date of grant.

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.