

BERRY PETROLEUM CO  
Form 424B5  
August 12, 2009

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#### CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Amount of Registration Fee(1)
10 <sup>1</sup> / <sub>4</sub> Senior Notes Due 2014	\$125,000,000	104.750%	\$130,937,500	\$7,307

(1)

Calculated in accordance with Rule 457(r) of the Securities Act of 1933, as amended. Pursuant to Rule 457(p) under the Securities Act of 1933, as amended, the \$17,527 remaining of the previously paid registration fee with respect to Berry Petroleum Company's proposed offering of unsold securities registered under the Registration Statement on Form S-3 (No. 333-135055) initially filed with the Securities and Exchange Commission on June 15, 2006, as amended by Post-Effective Amendment No. 1 and Post-Effective Amendment No. 2 filed with the Securities and Exchange Commission on February 25, 2009 and February 27, 2009, respectively, has been carried forward to the Registration Statement of which this Prospectus Supplement and the accompanying Prospectus forms a part. After application of the \$7,307 registration fee due for this offering, \$10,220 remains available for future registration fees. Accordingly, no filing fee is being paid at this time.

Filed Pursuant to Rule 424(b)(5)  
Registration No. 333-161243

PROSPECTUS SUPPLEMENT

(TO PROSPECTUS DATED AUGUST 11, 2009)

**\$125,000,000**

## Berry Petroleum Company

### 10<sup>1</sup>/<sub>4</sub>% Senior Notes due 2014

We are offering \$125,000,000 of our 10<sup>1</sup>/<sub>4</sub>% Senior Notes due 2014. Interest on the notes will accrue from May 27, 2009 and will be payable semiannually on June 1 and December 1 of each year, beginning on December 1, 2009. The notes will mature on June 1, 2014. The

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notes are being offered as additional notes under an indenture, as supplemented by a supplemental indenture, pursuant to which we issued \$325,000,000 principal amount of our 10<sup>1</sup>/<sub>4</sub>% senior notes due 2014 on May 27, 2009. The notes offered hereby and those previously issued notes will be treated as a single series of debt securities under the indenture.

We may redeem some or all of the notes at a price equal to 100% of the principal amount plus accrued and unpaid interest plus a "make-whole" premium. If we sell certain of our assets or experience specific kinds of change of control, we must offer to purchase the notes at prices set forth in this prospectus supplement plus accrued and unpaid interest.

The notes will be our senior unsecured obligations. The notes will rank effectively junior to all of our existing and any future secured debt, to the extent of the value of the collateral securing that debt, will rank equally in right of payment with any future senior unsecured debt and will rank senior in right of payment to our existing 8<sup>1</sup>/<sub>4</sub>% senior subordinated notes due 2016 and any of our other existing or future subordinated debt.

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**You should consider carefully the risk factors beginning on page S-11 of this prospectus supplement before investing in the notes.**

	<b>Per Note</b>	<b>Total</b>
Price to Public(1)	104.75%	\$130,937,500
Underwriting Discounts	1.51%	\$1,887,500
Proceeds to Berry Petroleum Company (Before Expenses Payable by Berry Petroleum Company)	103.24%	\$129,050,000

(1) Plus accrued interest from May 27, 2009.

The notes will not be listed on any securities exchange. Delivery of the notes, in book-entry form, will be made on or about August 14, 2009 through The Depository Trust Company. See "Underwriting."

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed on the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.**

*Sole Book-Running Manager*

**Wells Fargo Securities**

*Co-Manager*

**Citi**

**The date of this prospectus supplement is August 11, 2009.**

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You should rely only on the information contained in this prospectus or to which the prospectus refers or that is contained in any free writing prospectus relating to the notes. We have not, and the underwriters have not, authorized anyone to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. We are not making an offer of the notes in any jurisdiction where their offer or sale is not permitted. The information in this prospectus supplement and the base prospectus and incorporated herein by reference may only be accurate as of the date of the applicable document. Our business, financial condition, results of operations and prospects may have changed since those dates.

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