

BERRY PETROLEUM CO  
 Form 3/A  
 March 09, 2007

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â Wilson Steven		(Month/Day/Year)	BERRY PETROLEUM CO [BRY]	
(Last)	(First)	(Middle)	03/09/2007	
5201 TRUXTUN AVE., SUITE 300			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	01/08/2007
BAKERSFIELD, Â CA Â 93309			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			Controller	

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class A Common Stock	0	D	Â
Class A Common Stock	261	I	Held in the Participant's 401k Account

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

SEC 1473 (7-02)

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

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership
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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Nonstatutory Stock Option	11/23/2005 <sup>(1)</sup>	11/23/2014	Class A Common Stock	10,000	\$ 21.58	D	Â
Nonstatutory Stock Option	12/15/2006 <sup>(2)</sup>	12/15/2015	Class A Common Stock	4,000	\$ 30.645	D	Â
Nonstatutory Stock Option	12/15/2007 <sup>(3)</sup>	12/14/2016	Class A Common Stock	4,000	\$ 32.565	D	Â
Restricted Stock Units	Â <sup>(5)</sup>	Â <sup>(6)</sup>	Class A Common Stock	1,200	\$ 0 <sup>(4)</sup>	D	Â
Restricted Stock Units	Â <sup>(8)</sup>	Â <sup>(9)</sup>	Class A Common Stock	2,000	\$ 0 <sup>(7)</sup>	D	Â
Restricted Stock Unit	Â <sup>(11)</sup>	Â <sup>(12)</sup>	Class A Common Stock	2,400	\$ 0 <sup>(10)</sup>	D	Â
NSO 10-16-03 \$9.315	10/16/2004 <sup>(13)</sup>	10/16/2013	Class A Common Stock	5,000	\$ 9.315	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wilson Steven 5201 TRUXTUN AVE., SUITE 300 BAKERSFIELD, CA 93309	Â	Â	Â Controller	Â

## Signatures

Kenneth A. Olson under POA for Steve B. Wilson 03/09/2007

Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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) NSO vest 25% per year beginning one year after date of grant.

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- (2) NSO vest 25% per year beginning one year after date of grant.
- (3) NSO vest 25% per year beginning one year after date of grant.
- (4) 1 for 1
- (5) 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.
- (6) 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.
- (7) 1 for 1
- (8) 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.
- (9) 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.
- (10) 1 for 1
- (11) Restricted Stock Units vest 100% three years from date of grant on 4/20/2009.
- (12) Restricted Stock Units vest 100% three years from date of grant. Shares of Class A Common Stock will be delivered to the reporting person at the time of vesting.
- (13) NSO vest 25% per year beginning one year after date of grant.

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**Remarks:**

Form 3 is being amended to report the correct number of Restricted Stock Units held from the 1

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.