

PYRAMID OIL CO
Form 4/A
July 11, 2008

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 *
HERMAN MICHAEL D

(Last) (First) (Middle)

PO BOX 60446

(Street)

COLORADO SPRINGS, CO 80960

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
PYRAMID OIL CO [PYOL]

3. Date of Earliest Transaction
(Month/Day/Year)
04/25/2008

4. If Amendment, Date Original Filed(Month/Day/Year)
05/01/2008

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 Indirect Ownership (Instr. 4)			
			Code	V	Amount or Price					
Common Stock	04/25/2008		S ⁽¹⁾		3,400	D	\$ 8.0282	8,000	I	Owned by sons sharing household
Common Stock	04/29/2008		S		3,000 ⁽²⁾	D	\$ 7.521	0	I	Owned by sons sharing household
Common Stock								15,993 ⁽³⁾	I	Owned by spouse.
Common Stock								2,082,727 ⁽⁴⁾	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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(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 Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HERMAN MICHAEL D PO BOX 60446 COLORADO SPRINGS, CO 80960	X	X		

Signatures

/Michael D.
Herman/ 07/11/2008

**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) This entry is being made to amend the entry shown at line 11 of Table I of the original filing, which erroneously showed a transaction code of "P".
- (2) This entry is being made to correct the letter code of "A" included on line 14 of Table I of the original filing to letter code "D".
- (3) This entry is being made to correct the number of shares shown as owned indirectly by the filer on line 15 of Table I of the original filing.
- (4) This entry is being made to correct the number of shares shown as owned directly by the filer on line 16 of Table I of the original filing.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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