HERMAN MICHAEL D
Form SC 13D/A
July 23, 2008

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                            UNITED STATES
                  SECURITIES AND EXCHANGE COMMISSION
                        Washington, DC 20549

                           SCHEDULE 13D

              UNDER THE SECURITIES EXCHANGE ACT OF 1934
                        (Amendment No. 3)*


                 Name of Issuer: PYRAMID OIL CO.


          Title of Class of Securities: Common Stock, no par value


                   CUSIP Number: 747215 10 1


          Name, Address and Telephone Number of Person Authorized to
                  Receive Notices and Communications:

                        Julia K. O'Neill
                   The Feinberg Law Group, LLC
                   57 River Street, Suite 204
                      Wellesley, MA 02481
                        (781) 283-5775
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Date of Event which Requires Filing of this Statement: July 18, 2008

If the filing person has previously filed a statement on Schedule 13G to report
the acquisition which is the subject of this Schedule 13D, and is filing this
schedule because of Rule 13d-1(b)(3) or (4), check the following box [ ].

Note: Six copies of this statement, including all exhibits, should be filed with
the Commission. See Rule 13d-1(a) for other parties to whom copies are to be
sent.

*The remainder of this cover page shall be filled out for a reporting person's
initial filing on this form with respect to the subject class of securities, and
for any subsequent amendment containing information which would alter
disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed
to be "filed" for the purpose of Section 18 of the Securities Exchange Act of
1934 ("Act") or otherwise subject to the liabilities of that section of the Act
but shall be subject to all other provisions of the Act (however, see the
Notes).

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1   NAME OF REPORTING PERSON
     I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)

     Michael D. Herman
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2   CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
                                                            (a) [ ]

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                                                              (b) [ ]
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3   SEC USE ONLY

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4   SOURCE OF FUNDS*

     BK
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5   CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
     ITEMS 2(d) or 2(e)
                                                              [ ]
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6   CITIZENSHIP OR PLACE OF ORGANIZATION:

     United States of America
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7   NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH SOLE
     VOTING POWER:

     2,180,808
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8   NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
     SHARED VOTING POWER:

     0
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9   NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH SOLE
     DISPOSITIVE POWER:

     2,180,808
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10   NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
     SHARED DISPOSITIVE POWER:

     0
----
11   AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

     2,180,808
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12   CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*
     (not checked)
                                                              [ ]
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13   PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

     46.6%
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14   TYPE OF REPORTING PERSON*

     IN
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                    *SEE INSTRUCTIONS BEFORE FILLING OUT!
     INCLUDE BOTH SIDES OF THE COVER PAGE RESPONSES TO ITEMS 1-7 (INCLUDING
          EXHIBITS) OF THE SCHEDULE, AND THE SIGNATURE ATTESTATION.

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Item 5.  Interest in Securities of the Issuer.

(a)     Mr. Herman is the beneficial owner of 2,180,808 shares of
        Common Stock, or approximately 46.6% of the outstanding Common
        Stock of the Issuer.

(b)     Mr. Herman has sole power to vote, direct the vote, dispose or
        and direct the disposition of all of the shares.

(c)     Mr. Herman recently sold the following numbers of shares of
        Common Stock of the Issuer through brokers' transactions at
        the following prices:

| Date of Sale | No. of Shares Sold | Price Per Share ($) |
|------------|------------------|-------------------|
| 7/18/2008 | 400 | 15.8 |
| | 66 | 15.51 |
| | 9,534 | 15.5 |
| | 5,000 | 15.01064 |
| | 5,000 | 14.9 |
| | 2,900 | 14.7839 |
| | 2,100 | 14.71 |
| | 250 | 14.71 |
| | 4,750 | 14.7 |
| 7/21/2008 | 9,941 | 15.5339 |
| | 59 | 15.5 |
| | 400 | 15.63 |
| | 228 | 15.62 |
| | 200 | 15.6 |
| | 9,172 | 15.55 |
| | 5,900 | 16.6 |
| | 100 | 16.59 |
| | 2,900 | 16.57 |
| | 1,100 | 16.5 |
| | 5,000 | 16.5 |
| | 1,200 | 17.7 |
| | 18,800 | 17.6 |
| | 50 | 17.27 |
| | 1,585 | 17.26757 |
| | 12,865 | 17.25 |
| | 2,600 | 17 |
| | 500 | 17.5 |
| 7/22/2008 | 6,407 | 15.13281 |
| | 3,593 | 15.01 |
| | 400 | 15.08 |
| | 100 | 15.05 |
| | 100 | 15.03 |
| | 2,300 | 15.1 |
| | 100 | 15.02 |
| | 2,100 | 15.07 |
| | 2,000 | 15.09 |
| | 2,900 | 15.01 |

(d)     Not applicable.

(e)     Not applicable.

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                   SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Amendment No. 3 to Report on Schedule 13D is true, complete and correct.

Dated:  July 23, 2008

/s/ MICHAEL D. HERMAN
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Michael D. Herman

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