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HATHAWAY J BENJAMIN  
Form SC 13D/A  
June 16, 2005

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934  
(Amendment No. 4)\*

PYRAMID OIL COMPANY

(Name of Issuer)

Common Stock, no par value

(Title of Class of Securities)

747215 10 1

(CUSIP Number)

Christopher J. Husa  
Heller Ehrman LLP  
601 South Figueroa Street, 40th Floor  
Los Angeles, CA 90017-5758  
(213) 689-0200

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

June 15, 2005

(Date of Event which Requires Filing of this Statement)

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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SCHEDULE 13D

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NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
1 J. Benjamin Hathaway I.D. No.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS\*

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

7 SOLE VOTING POWER  
NUMBER OF  
SHARES 0  
BENEFICIALLY OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

8 SHARED VOTING POWER  
0

9 SOLE DISPOSITIVE POWER  
0

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH R

0

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN  
SHARES\*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.0%

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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1 NAME OF REPORTING PERSON  
 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
 Jean E. Hathaway I.D. No.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)   
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS\*  
 OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
 PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
 United States of America

7 SOLE VOTING POWER  
 NUMBER OF  
 SHARES 0  
 BENEFICIALLY  
 OWNED BY  
 EACH  
 REPORTING  
 PERSON  
 WITH

8 SHARED VOTING POWER  
 BENEFICIALLY 0  
 OWNED BY  
 EACH  
 REPORTING

9 SOLE DISPOSITIVE POWER  
 PERSON 0  
 WITH

10 SHARED DISPOSITIVE POWER  
 0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 0

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
 CERTAIN SHARES\*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
 0.0%

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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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1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Henry D. Hathaway

I.D. No.

-----  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

(b)

-----  
3 SEC USE ONLY

-----  
4 SOURCE OF FUNDS\*

00

-----  
5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT  
TO ITEMS 2(d) or 2(e)

-----  
6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

-----  
7 SOLE VOTING POWER  
NUMBER OF  
SHARES 0  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

-----  
8 SHARED VOTING POWER  
BENEFICIALLY 8  
OWNED BY 0  
EACH

-----  
9 SOLE DISPOSITIVE POWER  
REPORTING 9  
PERSON WITH 0

-----  
10 SHARED DISPOSITIVE POWER  
0

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

0

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12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES

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CERTAIN SHARES\*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
0.0%

14 TYPE OF REPORTING PERSON\*  
IN

\*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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1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
John J. Hathaway I.D. No. -

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)   
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS\*  
OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
United States of America

7 SOLE VOTING POWER  
NUMBER OF  
SHARES 0  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

8 SHARED VOTING POWER  
OWNED BY  
EACH 0  
REPORTING  
PERSON  
WITH

9 SOLE DISPOSITIVE POWER  
0

10 SHARED DISPOSITIVE POWER

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0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES\*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.0%

14 TYPE OF REPORTING PERSON\*

IN

\*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.

SCHEDULE 13D

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Explanatory Note

This Report on Schedule 13D is being filed jointly by Mr. J. Benjamin Hathaway, Mr. Jean E. Hathaway, Mr. Henry D. Hathaway and Mr. John J. Hathaway, which persons are collectively referred to as the "Reporting Persons", to disclose the matters described in Item 4 with respect to the shares of common stock of Pyramid Oil Company beneficially owned by them. This joint filing hereby amends the Report on Schedule 13D dated December 24, 1992 that was filed with the Securities and Exchange Commission (the "Commission") by J. Benjamin Hathaway, as amended on January 5, 1996, on May 1, 2002, and on June 9, 2005. The Reporting Persons are making this single, joint filing because they may be deemed to constitute a "group" within the meaning of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and are thus eligible to make a joint filing under Rule 13d-1(k) promulgated under the Exchange Act. Except as specifically amended by this Amendment No. 4, the Schedule 13D, as heretofore amended, remains in full force and effect. Capitalized terms used herein have the meanings assigned to such terms in the prior amendments.

Item 2. Identity and Background.

(c) On June 15, 2005, Mr. J. Benjamin Hathaway resigned from his position as a director of the Issuer. Mr. J. Benjamin Hathaway, Mr. Jean E. Hathaway and Mr. Henry D. Hathaway are retired. Mr. John J. Hathaway is currently employed as a Field Inspector for Criterium McWilliams. The principal business address of Criterium McWilliams is 879 Judi Place, Boulder City, NV 89005.

Item 4. Purpose of Transaction.

On June 15, 2005, the Reporting Persons sold all 1,388,485 shares of the Issuer's Common Stock beneficially owned by them to an unaffiliated third party

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in a privately negotiated sale for the purchase price of \$2.50 per share, or \$3,471,212.50 in the aggregate. As part of the agreement, Mr. J. Benjamin Hathaway tendered his resignation from his position as a member of the Board of Directors of the Issuer on June 15, 2005. It is still the understanding of the Reporting Persons that the remaining members of the Board of Directors have indicated their intention to appoint the unaffiliated third party purchaser to the Board of Directors. Upon such sale, the Reporting Persons ceased being the beneficial owners of any shares of Common Stock of the Issuer.

Except as set forth herein, the Reporting Persons have no current plans or proposals that relate to or would result in:

- (a) the acquisition or disposition of securities of the Issuer;
- (b) an extraordinary corporate transaction involving the Issuer or any subsidiary;
- (c) a sale or transfer of a material amount of assets of the Issuer or any subsidiary;
- (d) any changes in the Issuer's board of directors or management;
- (e) any material change in the Issuer's capitalization or dividend policy;
- (f) any other material change in the Issuer's business or corporate structure;
- (g) changes in the Issuer's charter or bylaws or other actions that may impede the acquisition of control of the Issuer;
- (h) causing the Issuer's securities to cease to be quoted on the OTC Bulletin Board;
- (i) the Issuer's securities becoming eligible for termination of registration under the Exchange Act, as amended; or
- (j) any similar action.

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Item 5. Interest in Securities of the Issuer.

- (a) The Reporting Persons no longer beneficially own any shares of Common Stock of the Issuer. On June 15, 2005, the Reporting Persons sold all 1,388,485 shares of Common Stock of the Issuer beneficially owned by them.
- (b) Not applicable.
- (c) Other than the sale reported in Item 4 above, there were no transactions by the Reporting Persons in the Issuer's Common Stock that were effected since the most recent filing of Schedule 13D.
- (d) The Reporting Persons ceased being beneficial owners of more than five percent of the Issuer's Common Stock on June 15, 2005.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.

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To the best knowledge of the Reporting Persons, except as disclosed herein, there are at present no contracts, arrangements, understandings or relationships (legal or otherwise) among the persons named in Item 2 and between such persons and any other person with respect to any securities of the Issuer, including, but not limited to, transfer or voting of any of the securities of the Issuer, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or loss or the giving or withholding of proxies, or a pledge or contingency the occurrence of which would give another person voting power of securities of the Issuer.

Item 7. Material to be filed as Exhibits.

Exhibit A Joint Filing Agreement

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SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, we certify that the information set forth in this amendment to Report on Schedule 13D is true, complete and correct.

Dated: June 16, 2005

/s/ J. BENJAMIN HATHAWAY

\_\_\_\_\_  
J. Benjamin Hathaway

/s/ JEAN HATHAWAY

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Jean E. Hathaway

/s/ HENRY D. HATHAWAY

\_\_\_\_\_  
Henry D. Hathaway

/s/ JOHN J. HATHAWAY

\_\_\_\_\_  
John J. Hathaway

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EXHIBIT INDEX

Exhibit A Joint Filing Agreement



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EXHIBIT A  
JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, the undersigned agree to the joint filing on behalf of each of them of a Report on Schedule D (including amendments thereto) with respect to the common stock of Pyramid Oil Company and further agree that this agreement be included as an exhibit to such filing. Each party to this agreement expressly authorizes each other party to file on its behalf any and all amendments to such Report. Each party to this agreement agrees that this joint filing agreement may be signed in counterparts.

In evidence whereof, the undersigned have caused this agreement to be executed on their behalf this 16th day of June, 2005.

/s/ J. BENJAMIN HATHAWAY

\_\_\_\_\_  
J. Benjamin Hathaway

/s/ JEAN HATHAWAY

\_\_\_\_\_  
Jean E. Hathaway

/s/ HENRY D. HATHAWAY

\_\_\_\_\_  
Henry D. Hathaway

/s/ JOHN J. HATHAWAY

\_\_\_\_\_  
John J. Hathaway