

Pacific Coast Oil Trust
 Form 3/A
 May 10, 2012

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

OMB APPROVAL

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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 * Pacific Coast Energy Co LP (Last) (First) (Middle) 515 SOUTH FLOWER STREET, SUITE 4800 (Street) LOS ANGELES, CA 90071 (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) 05/02/2012 | 3. Issuer Name and Ticker or Trading Symbol Pacific Coast Oil Trust [ROYT] | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | 5. If Amendment, Date Original Filed(Month/Day/Year) 05/02/2012 | 6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |
|--|--|---|--|--|---|

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) |
|---|--|---|--|
| Trust Units representing Beneficial Interests | 38,583,158 (1) (2) (3) | D (2) (3) | |

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 (Instr. 4) Title | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|---|--|---|--|
|---|---|---|--|---|--|

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| | | | |
|---------------------|--------------------|----------------------------------|----------------------------------|
| Date Exercisable | Expiration Date | Amount or Number of Shares | or Indirect (I) (Instr. 5) |
|---------------------|--------------------|----------------------------------|----------------------------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Pacific Coast Energy Co LP 515 SOUTH FLOWER STREET, SUITE 4800 LOS ANGELES, CA 90071 | ^ | ^ X | ^ | ^ |
| Greenhill Capital Partners II L P 300 PARK AVENUE NEW YORK, NY 10022 | ^ | ^ X | ^ | ^ |
| GCP Managing Partner II, L.P. 300 PARK AVENUE NEW YORK, NY 10022 | ^ | ^ X | ^ | ^ |
| GREENHILL CAPITAL PARTNERS, LLC 300 PARK AVENUE NEW YORK, NY 10022 | ^ | ^ X | ^ | ^ |
| GREENHILL & CO INC 300 PARK AVENUE NEW YORK, NY 10022 | ^ | ^ X | ^ | ^ |

Signatures

| | |
|--|------------|
| /s/ Pacific Coast Energy Company LP, By: Dee Alaniz, attorney-in-fact | 05/10/2012 |
| **Signature of Reporting Person | Date |
| /s/ Greenhill Capital Partners II, L.P., By: Dee Alaniz, attorney-in-fact | 05/10/2012 |
| **Signature of Reporting Person | Date |
| /s/ GCP Managing Partner II, L.P., By: Dee Alaniz, attorney-in-fact | 05/10/2012 |
| **Signature of Reporting Person | Date |
| /s/ Greenhill Capital Partners, LLC, By: Dee Alaniz, attorney-in-fact | 05/10/2012 |
| **Signature of Reporting Person | Date |
| /s/ Greenhill & Co., Inc., By: Dee Alaniz, attorney-in-fact | 05/10/2012 |
| **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)

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Pursuant to a Conveyance of Net Profits Interests and Overriding Royalty Interest agreement (the "Conveyance Agreement") entered into between Pacific Coast Energy Company LP ("PCEC"), the Issuer and the other party thereto, PCEC conveyed its net profits and overriding royalty interests in certain of PCEC's properties located onshore in California to the Issuer, effective as of April 1, 2012, in exchange for 38,585,158 units in the Issuer (the "Trust Units"). The Securities and Exchange Commission declared the Issuer's Registration Statement on Form S-1 (File No. 178928) relating to the sale of the Trust Units effective on May 2, 2012.

- (2) This form is filed jointly by each of the undersigned entities. PCEC directly owns the Trust Units. The remaining reporting persons may be deemed to share voting or dispositive power over the Trust Units and may be deemed to indirectly beneficially own the Trust Units, but disclaim beneficial ownership except to the extent of their pecuniary interest therein.

- (3) Greenhill Capital Partners, LLC, whose sole member is Greenhill & Co., Inc., is the general partner of GCP Managing Partner II, L.P. GCP Managing Partner II, L.P. is the general partner of Greenhill Capital Partners II, L.P., Greenhill Capital Partners (Cayman) II, L.P., Greenhill Capital Partners (Executives) II, L.P. and Greenhill Capital Partners (Employees) II, L.P. (collectively, the "Funds"). The Funds own an equity interest in Pacific Coast Energy Holdings LLC, the sole member of PCEC (GP) LLC, which is the general partner of PCEC.

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Remarks:

FormÂ 2Â ofÂ 2

ThisÂ amendedÂ FormÂ 3Â amendsÂ andÂ restatesÂ theÂ informationÂ reportedÂ inÂ theÂ initialÂ FormÂ 3Â filedÂ onÂ

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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