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PYRAMID OIL CO  
Form 8-A12B  
August 15, 2006

1

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

FORM 8-A

For Registration of Certain Classes of Securities  
Pursuant to Section 12(b) or 12(g) of the  
Securities Exchange Act of 1934

PYRAMID OIL COMPANY  
(Exact name of registrant as specified in its charter)

California  
(State of incorporation  
or organization)

94-0787340  
(I.R.S. Employer  
Identification No.)

2008 - 21st Street  
Bakersfield, California  
(Address of principal executive offices)

93301  
(Zip Code)

If this form relates to the registration of a class  
of securities pursuant to Section 12(b) of the  
Exchange Act and is effective pursuant to General  
Instruction A.(c), check the following box. /X/

If this form relates to the registration of a class  
of securities pursuant to Section 12(g) of the  
Exchange Act and is effective pursuant to General  
Instruction A.(d), check the following box. / /

Securities Act registration statement file number  
to which this form relates: N/A

Securities to be registered pursuant to Section 12(b) of the Act:

Title of Each Class  
to be so Registered  
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Name of Each Exchange on Which  
Each Class is to be Registered  
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Common Stock, no par value

American Stock Exchange

Securities to be registered pursuant to Section 12(g) of the Act: None

2

Item 1. Description of Registrant's Securities to be Registered.

The holders of the common stock of Pyramid Oil Company, a California

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corporation (the Company), are entitled to one vote per share on all matters to be voted upon by the shareholders. Subject to any preferences that may be granted to any outstanding preferred stock, the holders of common stock are entitled to receive ratably such dividends, if any, as may be declared from time to time by the board of directors out of funds legally available for that purpose. In the event that the Company liquidates or dissolves, the holders of common stock are entitled to share ratably in all assets remaining after payment of liabilities, subject to prior distribution rights of preferred stock, if any, then outstanding. The common stock has no preemptive or conversion rights or other subscription rights. There are no redemption or sinking fund provisions applicable to the common stock. All outstanding shares of common stock are fully paid and non-assessable.

Item 2. Exhibits.

The common stock to be registered on this Form 8-A is to be listed on the American Stock Exchange, on which no other securities of the Company are listed. Pursuant to the instructions to Form 8-A, no exhibits are required to be filed with this Form 8-A.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

PYRAMID OIL COMPANY

Date: August 15, 2006

By: /s/ John H. Alexander

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John H. Alexander  
Chief Executive Officer