

PYRAMID OIL CO  
Form 8-K  
June 22, 2010

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 8-K  
CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report (date of earliest event reported): June 17, 2010**

**Pyramid Oil Company**

(Exact name of registrant as specified in its charter)

California

001-32989

94-0787340

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

2008 21 Street  
Bakersfield, California

93301

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: (661) 325-1000

Not Applicable

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

The discussion in Item 5.07 pertaining to the amendment of the Restated Articles of Incorporation and Amended and Restated Bylaws of Pyramid Oil Company ( Pyramid Oil ) is incorporated by reference into this Item 5.03.

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

On June 17, 2010, Pyramid Oil held its annual meeting of shareholders (the Annual Meeting ). Based upon the record date of April 30, 2010, 4,677,728 shares of common stock were issued and outstanding and entitled to vote at the Annual Meeting. At the Annual Meeting, 4,061,132 such shares were present in person or represented by proxy.

At the Annual Meeting, the shareholders of Pyramid Oil:

Approved an amendment to Pyramid Oil s Restated Articles of Incorporation and Amended and Restated Bylaws to change the authorized number of directors from a fixed number of seven to a minimum number of four and a maximum number of seven directors, with the initial number of authorized directors to be four, and to delete references in the Restated Articles of Incorporation to Pyramid Oil s principal place of business;

Elected four persons to serve as directors of Pyramid Oil until the 2011 annual meeting of shareholders; and

Approved the selection of SingerLewak LLP as Pyramid Oil s independent registered public accounting firm for the year ending December 31, 2010.

The proposals summarized above are discussed in detail in Pyramid Oil s definitive Proxy Statement filed with the Securities and Exchange Commission on April 27, 2010. Exhibit 3.1 attached hereto and incorporated herein is a copy of Pyramid Oil s new Restated Articles of Incorporation, and Exhibit 3.2 attached hereto and incorporated herein is a copy of the newly amended Article II, Section C of Pyramid Oil s Amended and Restated Bylaws.

The following are the voting results with respect to each proposal submitted for a vote of the shareholders at the Annual Meeting:

(1) Amendment to Pyramid Oil s Restated Articles of Incorporation and Amended and Restated Bylaws

| <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|------------|----------------|----------------|-------------------------|
| 3,754,713  | 303,349        | 3,070          | 0                       |

(2) Election of Four Directors

| <b>Nominee</b>    | <b>For</b> | <b>Withheld</b> | <b>Broker Non-Votes</b> |
|-------------------|------------|-----------------|-------------------------|
| John H. Alexander | 703,608    | 203,351         | 3,154,173               |
| Michael D. Herman | 817,600    | 89,359          | 3,154,173               |
| Gary L. Ronning   | 819,711    | 87,248          | 3,154,173               |
| John E. Turco     | 821,965    | 84,994          | 3,154,173               |

(3) Approval of the selection of SingerLewak LLP as Pyramid Oil's independent registered public accounting firm for the year ending December 31, 2010

| <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|------------|----------------|----------------|-------------------------|
| 3,088,496  | 108,729        | 863,907        | 0                       |

**Item 9.01 Financial Statements and Exhibits.**

| <b>Exhibit No.</b> | <b>Description</b>   |
|--------------------|--|
| Exhibit 3.1        | Restated Articles of Incorporation of Pyramid Oil Company                                    |
| Exhibit 3.2        | Amendment to Article II, Section C of the Amended and Restated Bylaws of Pyramid Oil Company |

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Pyramid Oil Company

June 22, 2010

By: /s/ John H. Alexander

Name: John H. Alexander

Title: Chief Executive Officer

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