

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
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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)

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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)
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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	^	^
PCEC (GP) LLC 515 SOUTH FLOWER STREET, SUITE 4800 LOS ANGELES, CA 90071	^	^ X	^	^
PACIFIC COAST ENERGY HOLDINGS LLC 515 SOUTH FLOWER STREET, SUITE 4800 LOS ANGELES, CA 90071	^	^ X	^	^
Metalmark Breitburn Holdings LLC 1177 AVENUE OF THE AMERICAS, 40TH FLOOR NEW YORK, NY 10036	^	^ X	^	^
Metalmark Capital Partners (C) II, L.P. 1177 AVENUE OF THE AMERICAS, 40TH FLOOR NEW YORK, NY 10036	^	^ X	^	^
Metalmark Capital Partners II GP, L.P. 1177 AVENUE OF THE AMERICAS, 40TH FLOOR NEW YORK, NY 10036	^	^ X	^	^
Metalmark Capital Holdings LLC 1177 AVENUE OF THE AMERICAS, 40TH FLOOR NEW YORK, NY 10036	^	^ X	^	^

Signatures

/s/ Pacific Coast Energy Company LP, By: Dee Alaniz, attorney-in-fact	05/10/2012
__Signature of Reporting Person	Date
/s/ PCEC (GP) LLC, By: Dee Alaniz, attorney-in-fact	05/10/2012
__Signature of Reporting Person	Date
/s/ Pacific Coast Energy Holdings LLC, By: Dee Alaniz, attorney-in-fact	05/10/2012
__Signature of Reporting Person	Date
/s/ Metalmark BreitBurn Holdings LLC, By: Dee Alaniz, attorney-in-fact	05/10/2012
__Signature of Reporting Person	Date
	05/10/2012

/s/ Metalmark Capital Partners (C) II, L.P., By: Dee Alaniz,
attorney-in-fact

__Signature of Reporting Person

Date

/s/ Metalmark Capital Partners II GP, L.P., By: Dee Alaniz,
attorney-in-fact

05/10/2012

__Signature of Reporting Person

Date

/s/ Metalmark Capital Holdings LLC, 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) 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) Metalmark Capital Partners II GP, L.P. ("Metalmark GP") is the managing general partner of each of the following entities: Metalmark Capital Partners (C) II, L.P.; Metalmark Capital Partners II Co-Investment, L.P.; Metalmark Capital Partners II, L.P.; MCP II (TE) AIF, L.P.; MCP II (Cayman) AIF, L.P.; and Metalmark Capital Partners II Executive Fund, L.P. (collectively, the "Metalmark Funds"). Metalmark GP has voting control over the Metalmark Funds' equity interests in Metalmark Breitburn Holdings LLC ("Holdings LLC"). Metalmark Capital Holdings LLC ("Capital Holdings LLC"), an indirect subsidiary of Citibank, N.A., is the general partner of Metalmark GP. Collectively, Metalmark GP, the Metalmark Funds, Holdings LLC and Capital Holdings LLC are referred to herein as the "Metalmark Entities." The Metalmark Entities 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 1Â 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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.