

PITTSBURGH & WEST VIRGINIA RAILROAD

Form 10-Q/A

April 07, 2009

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549
Amendment No. 1 to
FORM 10-Q

X QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

For the Quarter ended March 31, 2008

Commission File Number 1-5447

PITTSBURGH & WEST VIRGINIA RAILROAD

Pennsylvania
(State of Organization)

25-6002536
(I.R.S. Employer Identification No.)

(Address of principal executive offices)
2 Port Amherst Drive
Charleston, WV 25306

Telephone (304)926-1124*

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer.

Large accelerated filer Accelerated filer Non-accelerated
filer Small Reporting Company

Indicate by check mark whether the registrant is a shell company
(as defined in Rule 12b-2 of the Exchange Act).

Yes No

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Indicate the number of shares outstanding of each of the issuers classes of common stock, as of the close of the period covered by this report.

1,510,000 shares of beneficial interest, without par value.

* Notices and communications from the Securities and Exchange Commission for the registrant may be sent to Robert R. McCoy, Secretary and Treasurer, #2 Port Amherst Drive, Charleston, WV 25306.

EXPLANATORY NOTE

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This Amendment No. 1 on Form 10-Q/A amends the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2008, filed with the Securities and Exchange Commission ("SEC") on May 13, 2008 (the "Original Quarterly Report"). This amendment revises Exhibit 31.1, Section 302 Certification for Herbert E. Jones, Jr., Exhibit 31.2, Section 302 Certification for Herbert E. Jones III, Exhibit 31.3, Section 302 Certification for Robert R McCoy, and Exhibit 99, Section 906 Certification for Herbert E. Jones, Jr., Herbert E. Jones, III, and Robert R. McCoy.

Except as described above, no attempt has been made in this Amendment to modify or update other disclosures presented in the Original Quarterly Report. This Amendment does not reflect events occurring after the filing of the Original Quarterly Report, or modify or update those disclosures, including the exhibits to the Original Quarterly Report, affected by subsequent events. Accordingly, this Amendment should be read in conjunction with our filings with the SEC subsequent to the filing of the Original Quarterly Report, including any amendments to those filings.

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 thereunto duly authorized.

PITTSBURGH & WV RAILROAD

/s/Herbert E. Jones, Jr.
Herbert E. Jones, Jr.
Chairman of the Board

/s/Robert R. McCoy
Robert R. McCoy
Secretary and Treasurer

Date: April 7, 2009