



BY EACH REPORTING  
PERSON WITH

-----  
7 SOLE DISPOSITIVE POWER

578,438  
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8 SHARED DISPOSITIVE POWER

154,651  
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9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

733,089  
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10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN  
SHARES [ ]

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11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.0%  
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12 TYPE OF REPORTING PERSON\*

OO, IA  
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\*SEE INSTRUCTION BEFORE FILLING OUT

Item 1(a) Name of Issuer:  
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Pure Cycle Corporation (the "Issuer")

Item 1(b) Address of Issuer's Principal Executive Offices:  
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8451 Delaware Street  
Thornton, CO 80260

Item 2(a) Name of Person Filing:  
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This statement is being filed by Cumberland Associates LLC. Cumberland Associates LLC is a limited liability company organized under the laws of the State of New York, and is engaged in the business of managing, on a discretionary basis, eight securities accounts (the "Accounts"), the principal one of which is Cumberland Partners. Gary G. Tynes, Bruce G. Wilcox, Andrew M. Wallach, Lawrence M. Rifkin, Barry A. Konig, Steven D. Morrow and Bradley H. Gendell are the members (the "Members") of Cumberland Associates LLC.

Item 2(b) Address of Principal Business Office:  
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The address of the principal business and office of Cumberland Associates LLC and each of the Members is 1114 Avenue of the Americas, New York, New York 10036.

Item 2(c) Citizenship:  
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Cumberland Associates LLC is a New York limited liability company. Each of the Members is a citizen of the United States.

Item 2(d) Title of Class of Securities:  
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Common Stock (the "Shares")

Item 2(e) CUSIP Number:  
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Item 3 Not Applicable

Item 4. Ownership:  
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Item 4(a) Amount Beneficially Owned:

As of January 3, 2006, Cumberland Associates LLC may be deemed the beneficial owner of 733,089 Shares.

Item 4(b) Percent of Class:

The number of Shares of which Cumberland Associates LLC may be deemed to be the beneficial owner constitutes approximately 5.0% of the total number of Shares outstanding, based upon 14,532,148 Shares issued and outstanding as of October 31, 2005, as reported in the Company's annual report on Form 10-KSB for the fiscal year ended August 31, 2005.

Item 4(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote:

578,438

(ii) Shared power to vote or to direct the vote:

154,651

(iii) Sole power to dispose or to direct the disposition of:

578,438

(iv) Shared power to dispose or to direct the disposition of:

154,651

Item 5 Ownership of Five Percent or Less of a Class:  
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If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following. [ ]

Item 6 Ownership of More than Five Percent on Behalf of Another  
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Person:  
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The beneficial owners of the Accounts have the right to participate in the receipt of dividends from, or proceeds from the sale of, the Shares held for each Account in accordance with their ownership interests in each such Account.

Item 7 Identification and Classification of the  
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Subsidiary Which Acquired the Security Being  
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Reported on By the Parent Holding Company:  
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Not Applicable

Item 8 Identification and Classification of Members  
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of the Group:  
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Not Applicable.

Item 9 Notice of Dissolution of Group:  
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Not Applicable

Item 10 Certification:  
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By signing below the signatory certifies that, to the best of his knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the Issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE  
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After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: January 5, 2006

CUMBERLAND ASSOCIATES LLC

By: /s/ Bruce G. Wilcox  
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Name: Bruce G. Wilcox  
Title: Member