

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 3) *

PURE CYCLE CORPORATION
(Name of Issuer)

COMMON STOCK
(Title of Class of Securities)

746228105
(CUSIP Number)

JULIA K. O'NEILL, FLEMING & O'NEILL, P.C.
268 SUMMER ST., 3D FL., BOSTON, MA 02210
(617) 350-7770
(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)

12/28/99
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Sections 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 746228105

1) Name of Reporting Person

S. S. or I. R. S. Identification No. of Above Person

MICASU Corporation

2) Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b) x

3) SEC Use Only

4) Source of Funds (See Instructions)

00

5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6) Citizenship or Place of Organization

AZ

Number of Shares	(7)	Sole Voting Power
Bene- ficially Owned by Each Report- ing Person With	(8)	Shared Voting Power
	(9)	Sole Dispositive Power
	(10)	Shared Dispositive Power

11) Aggregate Amount Beneficially Owned by Each Reporting Person

0

12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13) Percent of Class Represented by Amount in Row (11)

0

14) Type of Reporting Person (See Instructions)

CO

CUSIP No. 746228105

1) Name of Reporting Person

S. S. or I. R. S. Identification No. of Above Person

MICASU Aluminum LLC

2) Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b) x

3) SEC Use Only

4) Source of Funds (See Instructions)

OO

5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6) Citizenship or Place of Organization

AZ

Number of Shares (7) Sole Voting Power

0

Bene- ficially Owned by Each (8) Shared Voting Power

0

Report- ing Person (9) Sole Dispositive Power

0

With (10) Shared Dispositive Power

0

11) Aggregate Amount Beneficially Owned by Each Reporting Person

0

12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13) Percent of Class Represented by Amount in Row (11)

0

14) Type of Reporting Person (See Instructions)

CO

1) Name of Reporting Person

S. S. or I. R. S. Identification No. of Above Person

Fletcher L. Byrom

2) Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b) x

3) SEC Use Only

4) Source of Funds (See Instructions)

OO

5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6) Citizenship or Place of Organization

U.S.

Number of Shares Beneficially Owned by Each Reporting Person With	(7)	Sole Voting Power 100,000
	(8)	Shared Voting Power 0
	(9)	Sole Dispositive Power 100,000
	(10)	Shared Dispositive Power 0

11) Aggregate Amount Beneficially Owned by Each Reporting Person
100,000

12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13) Percent of Class Represented by Amount in Row (11)
Less than 1%

14) Type of Reporting Person (See Instructions)
IN

AMENDMENT NO. 3 TO SCHEDULE 13D
MICASU CORPORATION
MICASU ALUMINUM LLC
FLETCHER L. BYROM

Item 1. Security and Issuer

Common Stock
Pure Cycle Corporation
5650 York Street
Commerce City, Colorado 80022

Item 2. Identity and Background

- (a) MICASU Corporation
 - (b) 7822 Stage Coach Pass, Carefree, AZ 85377
 - (c) Principal Business: Farming, Livestock, Real Property, Investment
 - (d) No criminal convictions.
 - (e) Not a party to any of referenced proceedings.
- (a) MICASU Aluminum LLC
 - (b) 7822 Stage Coach Pass, Carefree, AZ 85377
 - (c) Principal Business: Aluminum Production
 - (d) No criminal convictions.
 - (e) Not a party to any of referenced proceedings.
- (a) Fletcher L. Byrom (Reporting Person; Officer and Director of MICASU Corporation; Manager and Member of MICASU Aluminum LLC)
 - (b) 7822 Stage Coach Pass, Carefree, AZ 85377
 - (c) Retired
 - (d) No criminal convictions.
 - (e) Not a party to any of referenced proceedings.
 - (f) U.S. Citizen.
- (a) Marie M. Byrom (Officer and Director of MICASU Corporation)
 - (b) 7822 Stage Coach Pass, Carefree, AZ 85377
 - (c) Homemaker
 - (d) No criminal convictions.
 - (e) Not a party to any of referenced proceedings.
 - (f) U.S. Citizen.
- (a) Fletcher L. Byrom, Jr. (Director of MICASU Corporation)
 - (b) S. Mountain Road, Northfield, MA 01360
 - (c) Director - Camp Sangamon and Camp Betsy Cox, Pittsford, VT 05763
 - (d) No criminal convictions.
 - (e) Not a party to any of referenced proceedings.
 - (f) U.S. Citizen.
- (a) Lorren Smith Byrom (Director of MICASU Corporation)
 - (b) S. Mountain Road, Northfield, MA 01360
 - (c) Director of Curriculum - Northfield Mt. Hermon Academy, Northfield, MA 01360
 - (d) No criminal convictions.
 - (e) Not a party to any of referenced proceedings.
 - (f) U.S. Citizen.
- (a) Carol Byrom Conrad (Director of MICASU Corporation)
 - (b) 32 Alfred Stone Road, Providence, RI 02906

- (c) Teacher - Providence Country Day School, E. Providence, RI
- (d) No criminal convictions.
- (e) Not a party to any of referenced proceedings.
- (f) U.S. Citizen.

- (a) Dennis M. Conrad (Director of MICASU Corporation)
- (b) 32 Alfred Stone Road, Providence, RI 02906
- (c) Rhode Island Historical Society, 110 Benevolent Street, Providence, RI 02906
- (d) No criminal convictions.
- (e) Not a party to any of referenced proceedings.
- (f) U.S. Citizen.

- (a) Susan Byrom Evans (Director of MICASU Corporation)
- (b) 1193 Paramore Drive, Virginia Beach, VA 23454
- (c) Homemaker
- (d) No criminal convictions.
- (e) Not a party to any of referenced proceedings.
- (f) U.S. Citizen.

- (a) Robert D. Evans (Director of MICASU Corporation)
- (b) 1193 Paramore Drive, Virginia Beach, VA 23454
- (c) Commander, Chaplain Corps, U.S.N., 1193 Paramore Drive, Virginia Beach, VA 23454
- (d) No criminal convictions.
- (e) Not a party to any of referenced proceedings.
- (f) U.S. Citizen.

Item 3. Source and Amount of Funds or Other Consideration

Not applicable.

Item 4. Purpose of Transaction

The reporting entities disposed of all options previously owned, by gift.

Item 5. Interest in Securities of the Issuer

- (a) MICASU Corporation does not beneficially own any shares of common stock of the issuer. MICASU Aluminum LLC does not beneficially own any shares of common stock of the issuer. Mr. Fletcher Byrom is the direct and beneficial owner of 100,000 shares of common stock of the issuer, which is less than 1% of the common shares outstanding.
- (b) Mr. Byrom has sole power to vote and dispose of the shares of common stock of the issuer owned by him.
- (c) No transactions in class of securities reported on were effected in the last sixty days by the reporting person other than the transfers by gift reported herein.
- (d) Not applicable.
- (e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

None.

Item 7. Material to be Filed as Exhibits

None.

Signatures

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.

2/17/00
Date
MICASU Corporation
By: /s/ Fletcher L. Byrom
Fletcher L. Byrom, President and CEO

2/17/00
Date
MICASU Aluminum LLC
By: /s/ Fletcher L. Byrom
Fletcher L. Byrom, Manager

2/17/00
Date
By: /s/ Fletcher L. Byrom
Fletcher L. Byrom, Individually

