

OMB APPROVAL	
OMB NUMBER:	3235-0145
EXPIRES:	DECEMBER 31, 1997
ESTIMATED AVERAGE BURDEN	
HOURS PER RESPONSE 14.90

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 12)*

Pope Resources, Ltd.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

732857107

(CUSIP Number)

Check the following box if a fee is being paid with this statement []. (A fee is not required only if the filing person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class.) (See Rule 13d-7).

*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 the disclosures provided in a prior cover page.

The information required in 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).

CONFORMED COPY TO FILING MADE ON JANUARY 28, 1998

1 NAME OF REPORTING PERSON
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

PETER B. CANNELL & CO., INC.
13-3346990

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []
(b) []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

5 SOLE VOTING POWER

221,500

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

6 SHARED VOTING POWER

7 SOLE DISPOSITIVE POWER

221,500

8 SHARED DISPOSITIVE POWER

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

221,500 WHICH CONSISTS SOLELY OF COMMON STOCK

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

4.89%

12 TYPE OF REPORTING PERSON*

IA

*SEE INSTRUCTION BEFORE FILLING OUT!

Item 1(a). Name of Issuer:
Pope Resources, Ltd.

Item 1(b). Address of Issuer's Principal Executive Offices:
P.O. Box 1780
Poulsbo, WA 98370

Item 2(a). Name of Person Filing:
Peter B. Cannell & Co., Inc.

Item 2(b). Address of Principal Business Office:
645 Madison Avenue, New York, NY 10022

Item 2(c). Citizenship:
Delaware Corporation

Item 2(d). Title of Class of Securities:
Common Stock

Item 2(e). CUSIP No. 732857107

Item 3. Person filing statement is:
(e) Investment Adviser registered under Section 203 of the
Investment Advisers Act of 1940.

Item 4. Ownership: N/A

Item 5. Ownership of Five Percent or less: Statement being filed to
report the fact that as of the date hereof the reporting
person has ceased to be a beneficial owner of more than five
percent.

Item 6. Ownership of More than Five Percent: N/A

Item 7. Identification and Classification of the Subsidiary: N/A.

Item 8. Identification and Classification of Members of Group: N/A.

Item 9. Notice of Dissolution: N/A.

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purposes or effect.

SIGNATURE

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.

January 28, 1998

(Date)

Patricia Kogan

(Signature)

Patricia Kogan, Vice President

(Name/Title)