

PETROLEUM DEVELOPMENT CORP
 Form 4
 May 22, 2008

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN 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 *
WILLIAMS STEVEN R

2. Issuer Name and Ticker or Trading Symbol
PETROLEUM DEVELOPMENT CORP [PETD]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
05/19/2008

Director 10% Owner
 Officer (give title below) Other (specify below)
CEO and Chairman

C/O PETROLEUM DEVELOPMENT CORPORATION, 120 GENESIS BOULEVARD

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

BRIDGEPORT, WV 26330

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D) Code V Amount Price			
Common Stock	05/19/2008	05/22/2008	S	54 D \$ 78.6	1,843	I	Trust
Common Stock	05/19/2008	05/22/2008	S	180 D \$ 78.61	1,663	I	Trust
Common Stock	05/19/2008	05/22/2008	S	215 D \$ 78.62	1,448	I	Trust
Common Stock	05/19/2008	05/22/2008	S	36 D \$ 78.63	1,412	I	Trust

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Common Stock	05/19/2008	05/22/2008	S	106	D	\$ 78.67	1,306	I	Trust
Common Stock	05/19/2008	05/22/2008	S	161	D	\$ 78.73	1,145	I	Trust
Common Stock	05/19/2008	05/22/2008	S	161	D	\$ 78.74	984	I	Trust
Common Stock	05/19/2008	05/22/2008	S	54	D	\$ 78.75	930	I	Trust
Common Stock	05/19/2008	05/22/2008	S	54	D	\$ 78.76	876	I	Trust
Common Stock	05/19/2008	05/22/2008	S	102	D	\$ 78.77	774	I	Trust
Common Stock	05/19/2008	05/22/2008	S	107	D	\$ 78.79	667	I	Trust
Common Stock	05/19/2008	05/22/2008	S	58	D	\$ 78.88	609	I	Trust
Common Stock	05/19/2008	05/22/2008	S	268	D	\$ 78.89	341	I	Trust
Common Stock	05/19/2008	05/22/2008	S	1	D	\$ 78.91	340	I	Trust
Common Stock	05/19/2008	05/22/2008	S	125	D	\$ 78.95	215	I	Trust
Common Stock	05/19/2008	05/22/2008	S	161	D	\$ 79	54	I	Trust
Common Stock	05/19/2008	05/22/2008	S	54	D	\$ 79	0	I	Trust

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
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4, and 5)

Code	V	(A)	(D)	Date	Expiration	Title	Amount or Number of Shares
				Exercisable	Date		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WILLIAMS STEVEN R C/O PETROLEUM DEVELOPMENT CORPORATION 120 GENESIS BOULEVARD BRIDGEPORT, WV 26330	X		CEO and Chairman	

Signatures

/s/ Steven R.
Williams 05/21/2008

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(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).

Remarks:

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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.