

Amidon Daniel Willson
Form 4
March 15, 2011

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Amidon Daniel Willson

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)
1775 SHERMAN STREET
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/12/2011

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
General Counsel and Secretary

DENVER, CO 80203

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

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

(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)
Restricted Common Stock	03/12/2011		A	4,799 (1)	A \$ 0 34,717	D	

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

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information contained in this form are not
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(9-02)

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

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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, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Apprec Rights ⁽²⁾	\$ 43.95	03/12/2011		A		4,176		03/12/2012	03/11/2011	Common Stock	4,176
Performance Shares/Rights	⁽³⁾	03/12/2011		A		1,791		⁽³⁾	12/31/2013	Common Stock	1,791

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Amidon Daniel Willson 1775 SHERMAN STREET DENVER, CO 80203	General Counsel and Secretary

Signatures

/s/Daniel W.
Amidon 03/15/2011

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).

(1) The restricted stock vests in three equal installments on March 12, 2012, 2013 and 2014.

(2) The SARs become exercisable in three equal installments on March 12, 2012, 2013 and 2014.

(3) Performance Shares - vesting contingent on employment and achievement of specified minimum thresholds of total shareholder return (TSR) compared to certain peers, as disclosed in a related Form 8-K.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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