

Amidon Daniel Willson
 Form 4/A
 December 22, 2011

FORM 4

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

OMB APPROVAL

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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

(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, SUITE 3000
 (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)
 03/15/2011

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 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	(D)	Price

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

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SEC 1474 (9-02)

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

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction of Derivative	5. Number	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Security
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)
Stock Appreciation Rights ⁽¹⁾	\$ 43.95	03/12/2011	A	4,176	03/12/2012	03/11/2021 ⁽²⁾ Common Stock
Performance Shares Rights	⁽⁴⁾	03/12/2011	A	1,791	⁽⁴⁾	12/31/2013 Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Amidon Daniel Willson 1775 SHERMAN STREET SUITE 3000 DENVER, CO 80203			General Counsel and Secretary	

Signatures

/s/ Daniel W.
Amidon 12/22/2011

 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 SARs become exercisable in three substantially equal installments on March 12, 2012, 2013 and 2014.
- (2) The expiration date was stated incorrectly in the March 15, 2011 filing.
- (3) The number of derivative securities beneficially owned following reported transaction was stated incorrectly in the March 15, 2011 filing, it only included SARs/performance shares with the above exercise price terms, not all SARs/performance shares.
- (4) Performance shares vesting is contingent on employment and achievement of specified thresholds of total shareholder return (TSR) compared to certain peers as disclosed in a related Form 8-K filed on March 17, 2011.

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.