

PETROLEUM DEVELOPMENT CORP  
 Form 4  
 May 22, 2008

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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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)  
**C/O PETROLEUM DEVELOPMENT CORPORATION, 120 GENESIS BOULEVARD**

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

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

(Street)  
**BRIDGEPORT, WV 26330**

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

**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)	Price		
Common Stock	05/19/2008	05/22/2008	S	322	D \$ 78.11	8,336	I Trust
Common Stock	05/19/2008	05/22/2008	S	161	D \$ 78.12	8,175	I Trust
Common Stock	05/19/2008	05/22/2008	S	1	D \$ 78.18	8,174	I Trust
Common Stock	05/19/2008	05/22/2008	S	163	D \$ 78.19	8,011	I Trust

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Common Stock	05/19/2008	05/22/2008	S	180	D	\$ 78.2	7,831	I	Trust
Common Stock	05/19/2008	05/22/2008	S	429	D	\$ 78.21	7,402	I	Trust
Common Stock	05/19/2008	05/22/2008	S	3	D	\$ 78.24	7,399	I	Trust
Common Stock	05/19/2008	05/22/2008	S	539	D	\$ 78.25	6,860	I	Trust
Common Stock	05/19/2008	05/22/2008	S	50	D	\$ 78.27	6,810	I	Trust
Common Stock	05/19/2008	05/22/2008	S	373	D	\$ 78.28	6,437	I	Trust
Common Stock	05/19/2008	05/22/2008	S	9	D	\$ 78.29	6,428	I	Trust
Common Stock	05/19/2008	05/22/2008	S	465	D	\$ 78.3	5,963	I	Trust
Common Stock	05/19/2008	05/22/2008	S	158	D	\$ 78.31	5,805	I	Trust
Common Stock	05/19/2008	05/22/2008	S	322	D	\$ 78.32	5,483	I	Trust
Common Stock	05/19/2008	05/22/2008	S	216	D	\$ 78.33	5,267	I	Trust
Common Stock	05/19/2008	05/22/2008	S	161	D	\$ 78.36	5,106	I	Trust
Common Stock	05/19/2008	05/22/2008	S	54	D	\$ 78.37	5,052	I	Trust
Common Stock	05/19/2008	05/22/2008	S	99	D	\$ 78.38	4,953	I	Trust
Common Stock	05/19/2008	05/22/2008	S	107	D	\$ 78.39	4,846	I	Trust
Common Stock	05/19/2008	05/22/2008	S	161	D	\$ 78.42	4,685	I	Trust
Common Stock	05/19/2008	05/22/2008	S	107	D	\$ 78.43	4,578	I	Trust
Common Stock	05/19/2008	05/22/2008	S	324	D	\$ 78.44	4,254	I	Trust
Common Stock	05/19/2008	05/22/2008	S	250	D	\$ 78.45	4,004	I	Trust
Common Stock	05/19/2008	05/22/2008	S	1,126	D	\$ 78.46	2,878	I	Trust
	05/19/2008	05/22/2008	S	214	D		2,664	I	Trust

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Common Stock						\$				
						78.48				
Common Stock	05/19/2008	05/22/2008	S	107	D	\$ 78.5	2,557	I		Trust
Common Stock	05/19/2008	05/22/2008	S	285	D	\$ 78.52	2,272	I		Trust
Common Stock	05/19/2008	05/22/2008	S	107	D	\$ 78.53	2,165	I		Trust
Common Stock	05/19/2008	05/22/2008	S	54	D	\$ 78.54	2,111	I		Trust
Common Stock	05/19/2008	05/22/2008	S	214	D	\$ 78.58	1,897	I		Trust

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 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 of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reporting Transaction (Instr. 5)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		

## 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.