

PDC ENERGY, INC.
Form 4
January 18, 2013

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 *
BROOKMAN BARTON R JR

2. Issuer Name and Ticker or Trading Symbol
PDC ENERGY, INC. [pdce]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1775 SHERMAN STREET, SUITE 3000

3. Date of Earliest Transaction (Month/Day/Year)
01/16/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

Sr. VP Exploration & Prod

(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

DENVER, CO 80203

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount or (D) Price			
Common Stock	01/16/2013		F	1,485 (1) D \$ 37.18	65,412	D	
Common Stock	01/16/2013		A	14,935 (2) A \$ 0	80,347	D	
Common Stock					2,773 (3)	I	401(k) Plan

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

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number.

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 Security (Instr. 3 and 4)	Amount or Number of Shares
Stock Appreciation Rights ⁽⁴⁾	\$ 37.18	01/16/2013		A	12,620	01/16/2014 01/16/2023	Common Stock	12,620
Performance Share Rights	⁽⁵⁾	01/16/2013		A	6,025	⁽⁵⁾ 12/31/2015	Common Stock	6,025

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BROOKMAN BARTON R JR 1775 SHERMAN STREET, SUITE 3000 DENVER, CO 80203			Sr. VP Exploration & Prod	

Signatures

/s/ Barton R.
Brookman, Jr. 01/18/2013

__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) Represents shares of common stock surrendered to issuer to cover tax withholding obligation of the reporting person upon vesting of shares of restricted stock pursuant to time-based vesting.
- (2) The common stock vests in three equal installments on January 16, 2014, 2015 and 2016.
- (3) 401(k) Plan holdings as of 12/31/2012.
- (4) The SARs become exercisable in three equal installments on January 16, 2014, 2015 and 2016. The participant also holds additional previously awarded SARs subject to different vesting, exercise price and other criteria.
- (5) Each performance share/right represents a contingent right to receive 0-200% of that target number of shares of PDCE common stock. The performance shares/rights vest upon continued employment and achievement of specified thresholds of total shareholder return (TSR) compared to certain peers, as described in the related grant agreements. Participant also holds additional previously awarded

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performance shares/rights, all subject to different future vesting and performance criteria.

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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