#### Edgar Filing: McCullough Richard W - Form 4

McCullough Form 4 March 08, 20											
								OMB AF	PROVAL		
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								OMB Number:	3235-0287		
Check thi if no long			<b></b>			Expires:	January 31, 2005				
subject to Section 10 Form 4 or Form 5	HANGES IN SECUR	ITIES				Estimated a burden hour response	average urs per				
Form 5 obligations may continue. See Instruction 1(b). 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 R	Responses)										
McCullough Richard W Symbol			. Issuer Name <b>and</b> mbol ETROLEUM D			-	5. Relationship of Reporting Person(s) to Issuer				
C			ORP [PETD]				(Check all applicable)				
(Month/Da			Date of Earliest Tr Ionth/Day/Year)	ansaction			X Director 10% Owner X Officer (give title Other (specify below) below)				
C/O PETRO DEVELOPM CORPORAT STREET SU	μέντ Γιον, 1775 shei		6/04/2010					CEO			
(Street) 4. If Amen Filed(Mont				te Original			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
DENVER, C	CO 80203						Form filed by M Person	ore than One Re	porting		
(City)	(State) (	Zip)	Table I - Non-D	Perivative S	Securi	ties Acq	uired, Disposed of	, or Beneficiall	y Owned		
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date, if any (Month/Day/Year)		ate, if Transacti Code	Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)				
Restricted Common Stock	03/04/2010		F	3,274 (1)	D	\$ 22.61	43,196	D			
Restricted Common Stock	03/07/2010		F	607 <u>(1)</u>	D	\$ 22.85	42,589	D			
Common Stock							2,069.618	Ι	401(k) Shares		

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

1. Title	of 2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivat	ive Conversi	on (Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	y or Exerci	se	any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secu
(Instr. 3	B) Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securi	ties	(Instr. 5)	Bene
	Derivativ	e			Securities	5		(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
						Date	Expiration		Number		
						Exercisable	Date		of		
				Code V	(A) (D)				Shares		
				code v	(11) (D)				Shares		

#### **Reporting Owners**

Reporting Owner Name / Address		Relationships					
	Director	10% Owner	Officer	Other			
McCullough Richard W C/O PETROLEUM DEVELOPMENT CORPORATION 1775 SHERMAN STREET SUITE 3000 DENVER, CO 80203	Х		CEO				
Clanaturaa							

## Signatures

Richard W. McCullough 03/08/2010

\*\*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 withholding of shares for the tax liability with the vesting of time-based restricted stock.

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.