Edgar Filing: McCullough Richard W - Form 4

McCullough Form 4 March 08, 20										
	1							OMB AF	PROVAL	
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							OMB Number:	3235-0287		
Check thi if no long						Expires:	January 31, 2005			
subject to Section 10 Form 4 or	SECUR	RITIES			NERSHIP OF	Estimated a burden hour response	average Jrs 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	lesponses)									
McCullough Richard W Symbol			er Name and DLEUM D			-	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
		CORP	[PETD]				(check an approable)			
(Last)				ansaction			_X_ Director10% Owner _X_ Officer (give title Other (specify			
C/O PETROLEUM 03/04/2011 CEO and Chairman DEVELOPMENT CCORPORATION, 1775 SHERMAN CEO and Chairman STREET STREET STREET										
(Street) 4. If Amen Filed(Mont				nte 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			
(City)	(State) (2	Zip) Tal	ole I - Non-E	Derivative S	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	ansaction Date 2A. Deemed hth/Day/Year) Execution Date, if any (Month/Day/Year)		4. Securi or(A) or D (Instr. 3,	ispose	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	OwnershipIndForm: DirectBer(D) orOwnership	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
Restricted Common Stock	03/04/2011		F	2,932 (1)	D	\$ 47.43	81,510	D		
Restricted Common Stock	03/07/2011		F	543 <u>(1)</u>	D	\$ 47.34	80,967	D		
Common Stock							2,696	Ι	401(k) Shares	

Edgar Filing: McCullough Richard W - Form 4

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
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amou	int of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities			(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	Title	Number		
						Exercisable	Date	inte	of		
				Code V	(A) (D)				Shares		
				Cout V	(II) (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 DENVER, CO 80203		Х		CEO and Chairman			
Signatures							
/s/ Richard W. McCullough	03/08/2011						

<u>**</u>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 tax liablity 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.