

PETROLEUM DEVELOPMENT CORP

Form 8-K

November 17, 2010

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): November 17, 2010

PETROLEUM DEVELOPMENT CORPORATION  
(Exact name of registrant as specified in its charter)

|   |                          |   |
|---|--------------------------|---|
| Nevada  | 000-07246                | 95-2636730                              |
| (State or other jurisdiction of<br>incorporation)   | (Commission File Number) | (I.R.S. Employer Identification<br>No.) |
| 1775 Sherman Street, Suite 3000<br>Denver, Colorado |                          | 80203                                   |
| (Address of principal executive offices)            |                          | (Zip Code)                              |

Registrant's telephone number, including area code: (303) 860-5800

Not applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 7.01 Regulation FD Disclosure.

On November 17, 2010, Petroleum Development Corporation issued a press release announcing the intent to offer convertible senior notes in a private placement. The press release is attached as Exhibit 99.1 to this report and is incorporated by reference into this Item 7.01.

Information included in this report, and in Exhibit 99.1, shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in the filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

| Exhibit<br>Number | Description                             |
|-------------------|---|
| 99.1              | Press release, dated November 17, 2010. |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

PETROLEUM DEVELOPMENT CORPORATION

Date: November 17, 2010  
Amidon

By: /s/ Daniel W.

Name: Daniel W. Amidon  
Title: General Counsel and Secretary

EXHIBIT INDEX

| Exhibit<br>Number | Description                             |
|-------------------|---|
| 99.1              | Press release, dated November 17, 2010. |