

PETROLEUM DEVELOPMENT CORP

Form S-3/A

December 16, 2008

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As filed with the Securities and Exchange Commission on December 16, 2008

Registration No. 333-155745

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

**Amendment No. 1
to
Form S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

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

Nevada

*(State or other jurisdiction of incorporation or
organization)*

95-2636730

(I.R.S. Employer Identification Number)

**120 Genesis Boulevard
Bridgeport, WV 26330
(304) 842-3597**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Daniel W. Amidon, Esq.
General Counsel
Petroleum Development Corporation
120 Genesis Boulevard
Bridgeport, WV 26330
(304) 842-3597**

(Name, address, including zip code, and telephone number, including area code of agent for service)

With copies to:

**Laurence S. Lese, Esq.
Richard A. Silfen, Esq.
Duane Morris LLP
505 9th Street, N.W., Suite 1000
Washington, DC 20004
(202) 776-7800**

Approximate date of commencement of proposed sale to the public: From time to time after the effective date of this registration statement.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective

registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall be effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company
(Do not check if a smaller reporting company)

The registrant is filing this Amendment No. 1 to Form S-3 to include the following delaying amendment:

DELAYING AMENDMENT UNDER RULE 473(a): The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the registration statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

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SIGNATURES

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Pursuant to the requirements of the Securities Act of 1933, the undersigned registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing this Amendment No. 1 on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Bridgeport, State of West Virginia, on December 16, 2008.

**PETROLEUM DEVELOPMENT
CORPORATION**

By: /s/ RICHARD W. MCCULLOUGH
Richard W. McCullough
Chairman of the Board of Directors,
Chief Executive Officer and President

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|---|---|-------------------|
| /s/ RICHARD W. MCCULLOUGH* Richard W. McCullough | Chairman of the Board of Directors, Chief Executive Officer and President (principal executive officer) | December 16, 2008 |
| /s/ GYSLE R. SHELLUM* Gysle R. Shellum | Chief Financial Officer (principal financial officer) | December 16, 2008 |
| /s/ DARWIN L. STUMP* Darwin L. Stump | Chief Accounting Officer (principal accounting officer) | December 16, 2008 |
| /s/ STEVEN R. WILLIAMS* Steven R. Williams | Director | December 16, 2008 |
| /s/ VINCENT F. D ANNUNZIO* Vincent F. D Annunzio | Director | December 16, 2008 |
| /s/ JEFFREY C. SWOVELAND* Jeffrey C. Swoveland | Director | December 16, 2008 |

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| Signature | Title | Date |
|----------------------------|--|-------------------|
| /s/ KIMBERLY LUFF WAKIM* | Director | December 16, 2008 |
| Kimberly Luff Wakim | | |
| /s/ DAVID C. PARKE* | Director | December 16, 2008 |
| David C. Parke | | |
| /s/ ANTHONY J. CRISAFIO* | Director | December 16, 2008 |
| Anthony J. Crisafio | | |
| /s/ JOSEPH E. CASABONA* | Director | December 16, 2008 |
| Joseph E. Casabona | | |
| /s/ LARRY F. MAZZA* | Director | December 16, 2008 |
| Larry F. Mazza | | |
| * By: /S/ DANIEL W. AMIDON | General Counsel and Attorney-in-Fact pursuant to power of attorney | December 16, 2008 |
| Daniel W. Amidon | | |