SWOVELAND JEFFREY C

Form 4 April 03, 2012

FORM 4

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

OMB Number:

3235-0287

0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

January 31, Expires: 2005

OMB APPROVAL

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response...

subject to Section 16. Form 4 or Form 5

obligations

if no longer

Check this box

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

may continue. See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to

Issuer

SWOVELAND JEFFREY C

Symbol

PETROLEUM DEVELOPMENT CORP [PETD]

(Check all applicable)

Chairman

below)

(Last)

(First)

(Middle)

3. Date of Earliest Transaction

X_ Officer (give title below)

_X__ Director

10% Owner Other (specify

C/O PETROLEUM

DEVELOPMENT CORP, 1775 SHERMAN STREET, SUITE 3000

(Street)

4. If Amendment, Date Original

(Instr. 8)

Filed(Month/Day/Year)

(Month/Day/Year)

04/02/2012

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

DENVER, CO 80203

(City)

(Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

(Instr. 4)

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

(State)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership

(Instr. 4)

(9-02)

(A)

(Instr. 3, 4 and 5)

Following Reported Transaction(s)

Code V Amount (D) Price

(Instr. 3 and 4)

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

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

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1. Title of Derivative	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)		4. Transacti			6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)
Security (Instr. 3)				Code (Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)						
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock	<u>(1)</u>	04/02/2012		A	133		<u>(1)</u>	<u>(1)</u>	Common Stock	133	\$ 35.9

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

SWOVELAND JEFFREY C C/O PETROLEUM DEVELOPMENT CORP 1775 SHERMAN STREET, SUITE 3000 DENVER, CO 80203

X Chairman

Signatures

/s/ Jeffrey C. Swoveland 04/03/2012

**Signature of Reporting 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).

The shares were acquired by the trustee for \$35.99 per share pursuant to Petroleum Development Corporation's Non-Employee Director Deferred Compensation Plan. Each share of phantom stock is the economic equivalent of one share of common stock. The shares of phantom stock are held in a rabbi trust and become payable, in cash or common stock, at the election of the reporting person, upon the reporting person's termination of service as a director.

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.

Reporting Owners 2