Amidon Daniel Willson Form 4 January 03, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005

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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

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

1(b).

(Print or Type Responses)

01/01/2013

Stock

1. Name and Address of Reporting Person * Amidon Daniel Willson			2. Issuer Name and Ticker or Trading Symbol					5. Relationship of Reporting Person(s) to Issuer				
(Last)		PDC ENERGY, INC. [pdce] 3. Date of Earliest Transaction					(Check all applicable)					
(Last)	(First)	(Middle)			ansaction			Director	10%	Owner		
1775 SHER 3000	(Month/Day/Year) 01/01/2013					Director 10% Owner X Officer (give title Other (specify below) below) Sr. VP, Gen Counsel & Sec						
	4. If Ame	4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check						
			Filed(Mor	Filed(Month/Day/Year)					Applicable Line)			
DENVER, CO 80203								_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Securi	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned		
1.Title of	2. Transaction D	ate 2A. Dee	med	3.	4. Securi	ties Ac	equired	5. Amount of	6. Ownership	7. Nature of		
Security	•		on Date, if		Transaction(A) or Disposed of (D)			Securities	Form: Direct	Indirect		
(Instr. 3) any		D (W)	Code (Instr. 3, 4 and 5)		5)	Beneficially	(D) or	Beneficial				
		(Month/	Day/Year)	(Instr. 8)				Owned Following	Indirect (I) (Instr. 4)	Ownership (Instr. 4)		
				Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(msu. 4)	(1150. 4)		
Common	01/01/2013			E	370 (1)	D	\$	30 100	D			

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

F

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SEC 1474

(9-02)

D

39,109

33.21

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

370 (1) D

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transacti Code (Instr. 8)			ate	7. Title Amoun Under	int of lying ities	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene
	Derivative Security				Securities Acquired			(Instr.	3 and 4)		Owne Follo
					(A) or Disposed						Repo Trans
					of (D) (Instr. 3, 4, and 5)						(Instr
					4, and 3)				Amount		
						Date Exercisable	Expiration Date	Title	or Number of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Amidon Daniel Willson 1775 SHERMAN STREET SUITE 3000 DENVER, CO 80203

Sr. VP, Gen Counsel & Sec

Signatures

/s/ Daniel W.

Amidon 01/03/2013

**Signature of Date

Reporting Person

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 shares of common stock surrendered to issuer to cover tax withholding obligation of the reporting person upon the vesting of shares of restricted stock pursuant to time-vesting criteria.

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.

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