

PETROLEUM DEVELOPMENT CORP  
Form DEL AM  
December 16, 2008

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

December 16, 2008  
Via EDGAR  
Mr. H. Roger Schwall  
Assistant Director  
Division of Corporation Finance  
U.S. Securities and Exchange Commission  
100 F Street, N.E.  
Washington, D.C. 20549

**Re: Petroleum Development Corporation**  
**Registration Statement on Form S-3**  
**File No. 333-155745**

Dear Mr. Schwall:

Reference is made to the Registration Statement on Form S-3 (File No. 333-155745) filed by Petroleum Development Corporation on November 26, 2008 (the Registration Statement ). Pursuant to Rule 473(c) of the Securities Act of 1933 (the Act ), the following delaying amendment, prescribed by Rule 473(a) of the Act, is hereby incorporated onto the facing page of the above referenced Registration Statement.

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.

If you have any questions or comments, please do not hesitate to contact me at (304) 842-3597.

Sincerely,

/s/ Daniel W. Amidon  
Daniel W. Amidon  
General Counsel