



**Item 5.04. Temporary Suspension of Trading under Registrant's Employee Benefit Plans.**

On May 24, 2006, Petroleum Development Corporation (the "Company") sent a notice to participants

On May 26, 2006, the Company also sent a notice (the "BTR Notice") to its executive officers and

During the blackout period and for a period of two years after the ending date of the blackout period, a holder of the Company's securities or other interested person may obtain, without charge, information regarding the actual beginning and ending dates of the blackout period by contacting Ms. Celesta Miracle, Vice President Investor Relations and Communications, at 304-842-6256, or by sending correspondence to her at 103 East Main Street, P.O. Box 26, Bridgeport, West Virginia 26330. Other inquiries regarding the blackout period also should be directed to Ms. Miracle.

**Item 9.01. Financial Statements and Exhibits.**

Exhibit No. Description

99.1 Notice to Executive Officers and Directors of Petroleum Development Corporation

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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.

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Petroleum Development Corporation

Date May 26, 2006

By /s/ Darwin L. Stump

Darwin L. Stump

Chief Financial Officer