

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