

PDC ENERGY, INC.
Form 4
November 14, 2013

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Shellum Gysle R.

(Last) (First) (Middle)

1775 SHERMAN STREET, SUITE 3000

(Street)

DENVER, CO 80203

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
PDC ENERGY, INC. [PDCE]

3. Date of Earliest Transaction (Month/Day/Year)
11/12/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
CFO

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount (A) or Price (D)		
COMMON STOCK	11/12/2013		M		8,490 A \$ 24.44	D	
COMMON STOCK	11/12/2013		F		5,862 (1) D \$ 58.13	D	
COMMON STOCK	11/12/2013		M		3,402 A \$ 43.95	D	
COMMON STOCK	11/12/2013		F		2,960 (2) D \$ 58.13	D	
COMMON STOCK	11/12/2013		M		3,255 A \$ 30.19	D	

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COMMON STOCK	11/12/2013	F	2,420 (3)	D	\$ 58.13	56,008	D
COMMON STOCK	11/13/2013	S	1,745	D	\$ 59.27	54,263	D
COMMON STOCK	11/13/2013	S	2,042	D	\$ 59.23	52,221	D
COMMON STOCK	11/13/2013	S	1,791	D	\$ 59.13	50,430	D

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)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
Stock Appreciation Right	\$ 24.44	11/12/2013		M	8,490	04/19/2011 ⁽⁴⁾ 04/19/2020	Common Stock 8,490
Stock Appreciation Right	\$ 43.95	11/12/2013		M	3,402	03/12/2012 ⁽⁴⁾ 03/11/2021	Common Stock 3,402
Stock Appreciation Right	\$ 30.19	11/12/2013		M	3,255	01/16/2013 ⁽⁴⁾ 01/16/2022	Common Stock 3,255

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
				CFO

Shellum Gysle R.
1775 SHERMAN STREET
SUITE 3000
DENVER, CO 80203

Signatures

/s/ Gysle R.
Shellum

11/14/2013

**Signature of
Reporting Person

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).

- (1) Includes 3,570 shares representing the deemed exercise price and 2,292 shares surrendered to issuer to cover tax withholding obligation of the reporting person.
- (2) Includes 2,573 shares representing the deemed exercise price and 387 shares surrendered to issuer to cover tax withholding obligation of the reporting person.
- (3) Includes 1,691 shares representing the deemed exercise price and 729 shares surrendered to issuer to cover tax withholding obligation of the reporting person.
- (4) SARs vest incrementally on an annual basis over a three-year period beginning on this date.
- (5) Represents unvested SARs from original award.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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