

PETROLEUM DEVELOPMENT CORP

Form 8-K

November 18, 2010

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): November 18, 2010

PETROLEUM DEVELOPMENT CORPORATION
(Exact name of registrant as specified in its charter)

| | | |
|---|--------------------------|---|
| Nevada | 000-07246 | 95-2636730 |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (I.R.S. Employer Identification No.) |
| 1775 Sherman Street, Suite 3000 Denver, Colorado | | 80203 |
| (Address of principal executive offices) | | (Zip Code) |

Registrant's telephone number, including area code: (303) 860-5800

Not applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 7.01

Regulation FD Disclosure.

On November 18, 2010, Petroleum Development Corporation (the "Company") announced that that it has upsized and priced its previously announced underwritten public offering of its common stock. The size of the offering has been increased from the previously announced 3,000,000 shares of the Company's common stock, par value, \$0.01 per share (the "Common Stock") to 3,600,000 shares of Common Stock at a price to the public of \$32.00 per share. The offering also includes up to an additional 540,000 shares of Common Stock to be sold by the Company to cover over-allotments, if any. A copy of the press release is furnished as Exhibit 99.1 hereto and is incorporated herein by reference.

In accordance with General Instruction B.2 of Form 8-K, the press release shall not be deemed "filed" for the purposes of Section 18 of the Exchange Act of 1934, or otherwise subject to the liabilities of that section, nor shall such information and exhibit be deemed incorporated by reference into any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934 except as shall be expressly set forth by specific reference in such a filing.

Item 9.01

Financial Statements and Exhibits.

(c) Exhibits

Exhibit Number

Description

99.1 Press release, dated November 18, 2010 (furnished herewith).

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.

Date: November 18, 2010

Petroleum Development Corporation

By: /s/ Daniel W. Amidon

Name: Daniel W. Amidon

Title: General Counsel and Secretary

Exhibit Index

| Exhibit Number | Description |
|----------------|---|
| 99.1 | Press release, dated November 18, 2010 (furnished herewith) |

