

STUMP DARWIN L  
Form 4  
December 20, 2004

**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 \*  
STUMP DARWIN L

2. Issuer Name and Ticker or Trading Symbol  
PETROLEUM DEVELOPMENT CORP [PETD]

5. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)

(Last) (First) (Middle)  
C/O PETROLEUM DEVELOPMENT CORP, 103 E MAIN STREET

3. Date of Earliest Transaction (Month/Day/Year)  
12/16/2004

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

(Street)  
BRIDGEPORT, WV 26330

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

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

(City) (State) (Zip)

**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)		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)
				(A) or (D)	Price			
Common Stock	12/16/2004		S	V	7,400	D \$ 37.75	63,030	D
Common Stock	12/16/2004		S		400	D \$ 37.77	62,630	D
Common Stock	12/16/2004		S		300	D \$ 37.78	62,330	D
Common Stock	12/16/2004		S		300	D \$ 37.81	62,030	D
	12/16/2004		S		100	D \$ 37.86	61,930	D

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Common Stock							
Common Stock	12/16/2004	S	500	D	\$ 37.861	61,430	D
Common Stock	12/16/2004	S	14,530	D	\$ 38.1	46,900	D
Common Stock	12/16/2004	S	500	D	\$ 38.13	46,400	D
Common Stock	12/16/2004	S	200	D	\$ 38.15	46,200	D
Common Stock	12/16/2004	S	500	D	\$ 38.16	45,700	D
Common Stock	12/16/2004	S	800	D	\$ 38.18	44,900	D
Common Stock	12/16/2004	S	1,000	D	\$ 38.181	43,900	D
Common Stock	12/16/2004	S	200	D	\$ 38.25	43,700	D
Common Stock	12/16/2004	S	70	D	\$ 38.27	43,630	D
Common Stock	12/16/2004	S	400	D	\$ 38.29	43,230	D
Common Stock	12/17/2004	S	500	D	\$ 38.25	42,730	D
Common Stock	12/17/2004	S	4,504	D	\$ 38.3	38,226	D
Common Stock	12/17/2004	S	400	D	\$ 38.33	37,826	D
Common Stock	12/17/2004	S	500	D	\$ 38.331	37,326	D
Common Stock	12/17/2004	S	7,300	D	\$ 38.35	30,026	D
Common Stock	12/17/2004	S	200	D	\$ 38.037	29,826	D
Common Stock	12/17/2004	S	500	D	\$ 38.39	29,326	D
Common Stock	12/17/2004	S	500	D	\$ 38.391	28,826	D
Common Stock	12/17/2004	S	3,596	D	\$ 38.45	25,230	D

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 6)
				Code	V	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				V	(A)				
				(D)					

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

STUMP DARWIN L  
C/O PETROLEUM DEVELOPMENT CORP  
103 E MAIN STREET  
BRIDGEPORT, WV 26330

CFO

## Signatures

/s/ Darwin L.  
Stump

12/20/2004

\_\_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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.