

PETROLEUM DEVELOPMENT CORP  
Form 10-K/A  
August 31, 2010

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

FORM 10-K/A  
Amendment No. 1

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF  
1934

For the fiscal year ended December 31, 2009

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT  
OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number 000-07246

PETROLEUM DEVELOPMENT CORPORATION  
(Exact name of registrant as specified in its charter)  
(Doing Business as PDC Energy)

Nevada  
(State of Incorporation)

95-2636730  
(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

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Name of Each Exchange on Which Registered
Common Stock, par value \$.01 per share	NASDAQ Global Select Market

Securities registered pursuant to Section 12(g) of the Act: None

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Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

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Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>	Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
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Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

The aggregate market value of our common stock held by non-affiliates on June 30, 2009, was \$228,721,681 (based on the then closing price of \$15.69).

As of February 16, 2010, there were 19,240,478 shares of our common stock outstanding.

#### DOCUMENTS INCORPORATED BY REFERENCE

The information required by Part III of this Form is incorporated by reference to our definitive proxy statement to be filed pursuant to Regulation 14A for our 2010 Annual Meeting of Shareholders.

#### EXPLANATORY NOTE

Petroleum Development Corporation ("PDC") is filing this Amendment No. 1 to our Form 10-K for the year ended December 31, 2009, originally filed with the Securities and Exchange Commission on March 4, 2010 ("2009 Form 10-K"), solely for the purpose of filing revised reports of our third-party petroleum engineering firms. The report of Ryder Scott Company, L.P. was filed as Exhibit 99.1 to the 2009 Form 10-K and the report of Wright & Company, Inc. was filed as Exhibit 99.2 to the 2009 Form 10-K. Each of these reports included a statement limiting the use of the report to PDC. The reports of these firms appearing in this Form 10-K/A do not contain any such limitation. The report of Ryder Scott Company, L.P. was also revised to include the average price used in the reserve calculation. In addition to the revised reports being filed as Exhibits 99.1 and 99.2, we are including in this Form 10-K/A consents of each engineering firm as Exhibits 23.2 and 23.3 and certifications of our principal executive officer and principal financial officer as Exhibits 31.1 and 31.2, respectively.

No item of or disclosures appearing in our 2009 Form 10-K are affected by this filing other than the exhibits described above. This report on Form 10-K/A is presented as of the filing date of the 2009 Form 10-K and does not reflect events occurring after that date, or modify or update disclosures in any way.



PART IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

(a) (1) Financial Statements:

See Index to Financial Statements and Schedules on page F-1.

(2) Financial Statement Schedules:

See Index to Financial Statements and Schedules on page F-1.

Schedules and Financial Statements Omitted

All other financial statement schedules are omitted because they are not required, inapplicable, or the information is included in the Financial Statements or Notes thereto.

(3) Exhibits:

See Exhibits Index.

## SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

PETROLEUM  
DEVELOPMENT  
CORPORATION

By: /s/ Richard W.  
McCullough  
Richard W.  
McCullough,  
Chairman, Chief  
Executive Officer,  
and President  
August 31, 2010

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated:

Signature	Title	Date
/s/ Richard W. McCullough Richard W. McCullough	Chairman, Chief Executive Officer, and President(principal executive officer)	August 31, 2010
/s/ Gysle R. Shellum Gysle R. Shellum	Chief Financial Officer (principal financial officer)	August 31, 2010
/s/ R. Scott Meyers R. Scott Meyers	Chief Accounting Officer (principal accounting officer)	August 31, 2010
/s/ Daniel W. Amidon Daniel W. Amidon	General Counsel, Corporate Secretary	August 31, 2010
/s/ Jeffrey C. Swoveland Jeffrey C. Swoveland	Director	August 31, 2010
/s/ Kimberly Luff Wakim Kimberly Luff Wakim	Director	August 31, 2010
/s/ David C. Parke David C. Parke	Director	August 31, 2010
/s/ Anthony J. Crisafio Anthony J. Crisafio	Director	August 31, 2010
/s/ Joseph E. Casabona	Director	August 31, 2010

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Joseph E. Casabona

/s/ Larry F. Mazza  
Larry F. Mazza

Director

August 31, 2010

/s/ James M. Trimble  
James M. Trimble

Director

August 31, 2010

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## Exhibits Index

Exhibit Number	Exhibit Description	Form	Incorporated by Reference SEC File		Filing Date	Filed Herewith
			Number	Exhibit		
23.2	Consent of Wright & Company, Inc., Petroleum Consultants.					X
23.3	Consent of Ryder Scott Company, L.P., Petroleum Consultants.					X
31.1	Certification by Chief Executive Officer pursuant to Rule 13a- 14(a) and 15d-14(a) of the Exchange Act Rules, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.					X
31.2	Certification by Chief Financial Officer pursuant to Rule 13a- 14(a) and 15d-14(a) of the Exchange Act Rules, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.					X
99.1	Report of Independent Petroleum Consultants - Ryder Scott Company, L.P.					X
99.2	Report of Independent Petroleum Consultants - Wright & Company, Inc.					X