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QUARTERLY REPORT UNDER SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

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

FORM 10-Q

[X] Quarterly Report Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934
For the period ended June 30, 2004

or

[ ] Transition Report Pursuant to Section 13 of 15(d) of
the Securities Exchange Act of 1934
For the transition period from ____ to

Commission file number 333-41977-04

I.R.S. Employer Identification Number 55-0757539

PDC 1998-D LIMITED PARTNERSHIP

(A West Virginia Limited Partnership)
103 East Main Street
Bridgeport, WV 26330
Telephone: (304) 842-6256

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 __XX No

Indicate by check mark whether the registrant is an accelerated filer (as definition in Rule 12b-2 of the Exchange Act.) Yes __ No _XX

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PDC 1998-D LIMITED PARTNERSHIP
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Balance Sheets

June 30, 2004 and December 31, 2003

Assets	2004 (Unaudited)	2003
Current assets:		
Cash	$ 236	2,664
Accounts receivable - oil and gas revenues	480,865	378,092
Total current assets	481,101	380,756
Oil and gas properties, successful efforts method	10,146,279	10,146,279
Less accumulated depreciation, depletion and amortization	4,401,647	4,146,173
	5,744,632	6,000,106
	$ 6,225,733	6,380,862
Liabilities and Partners' Equity		
Current liabilities:		
Accrued expenses	$ 91,457	42,042
Total current liabilities	91,457	42,042
Asset retirement obligations	30,201	30,201
Partners' Equity	6,104,075	6,308,619
	$6,225,733	6,380,862

See accompanying notes to financial statements.

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Statements of Operations

Three and Six Months ended June 30, 2004 and 2003
(Unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2004	2003	2004	2003
Revenues:				
Sales of oil and gas	$ 704,390	671,313	1,376,574	1,384,232
Interest income	180	290	373	567
	704,570	671,603	1,376,947	1,384,799
Expenses:				
Lifting cost	167,828	200,272	357,943	403,348
Direct administration cost	24	62	24	548
Depreciation, depletion, and amortization	132,489	142,496	255,474	276,754
	300,341	342,830	613,441	680,650
Net income before cumulative effect of change in accounting principle	404,229	328,773	763,506	704,149
Cumulative effect of change in accounting principle	-	-	-	(14,001)
Net income	$ 404,229	328,773	763,506	690,148
Net income per limited partner unit before cumulative effect of change in accounting principle	$ 315	256	595	549
Cumulative effect of change in accounting principle	-	-	-	(11)
Net income per limited partner unit	$ 315	$ 256	$ 595	$ 538

See accompanying notes to financial statements.

PDC 1998-D LIMITED PARTNERSHIP
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Statement of Partners' Equity

Six Months ended June 30, 2004
(Unaudited)

	Limited Partners	Managing General Partner	Accumulated Other Comprehensive Income (loss)	Total
Balance December 31, 2003	$4,885,341	1,442,325	(19,047)	6,308,619
Distributions to partners	(746,584)	(166,596)	-	(913,180)
Comprehensive income:				
Net income	610,804	152,702	-	763,506
Change in fair value of outstanding hedging positions			(9,616)	
Less reclassification adjustments for settled contracts included in net income			(45,254)	
Other comprehensive loss			(54,870)	(54,870)
Comprehensive income				708,636
Balance June 30, 2004	$ 4,749,561	1,428,431	(73,917)	6,104,075

See accompanying notes to financial statements.

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Statements of Cash Flows

Six Months ended June 30, 2004 and 2003
(Unaudited)

	2004	2003
Cash flows from operating activities:		
Net income	$763,506	690,148
Adjustments to reconcile net income to net cash provided from operating activities:		
Depreciation, depletion and amortization	255,474	276,754
Cumulative effect of change in accounting principle	-	14,001
Accretion of asset retirement obligations	-	427
Changes in operating assets and liabilities:		
Increase in accounts receivable - oil and gas revenues	(98,574)	(92,455)
(Decrease) in accounts payable	(9,654)	(18,842)
Net cash provided from operating activities	910,752	870,033
Cash flows from financing activities:		
Distributions to partners	(913,180)	(869,583)
Net cash used by financing activities	(913,180)	(869,583)
Net (decrease) increase in cash	(2,428)	450
Cash at beginning of period	2,664	1,816
Cash at end of period	$ 236	2,266

See accompanying notes to financial statements.

PDC 1998-D LIMITED PARTNERSHIP
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Notes to Financial Statements
(Unaudited)

1. Accounting Policies

Reference is hereby made to the Partnership's Annual Report on Form 10-K for 2003, which contains a summary of significant accounting policies followed by the Partnership in the preparation of its financial statements. These policies were also followed in preparing the quarterly report included herein.

2. Basis of Presentation

The Management of the Partnership believes that all adjustments (consisting of only normal recurring accruals) necessary to a fair statement of the results of such periods have been made. The results of operations for the six months ended June 30, 2004 are not necessarily indicative of the results to be expected for the full year.

3. Oil and Gas Properties

The Partnership follows the successful efforts method of accounting for the cost of exploring for and developing oil and gas reserves. Under this method, costs of development wells, including equipment and intangible drilling costs related to both producing wells and developmental dry holes, and successful exploratory wells are capitalized and amortized on an annual basis to operations by the units-of-production method using estimated proved developed reserves which will be determined at year end by the Managing General Partner's petroleum engineer. If a determination is made that an exploratory well has not discovered economically producible reserves, then its costs are expensed as dry hole costs.

4. Revenue Recognition

Sales of oil and natural gas are recognized when the rights and responsibilities of ownership pass to the purchaser and are net of royalties.

5. Derivative Instruments and Hedging Activities

The Managing General Partner utilizes commodity based derivative instruments as hedges to manage a portion of the Partnership's exposure to price volatility stemming from natural gas production. These instruments consist of costless collars and option contracts traded on the New York Mercantile Exchange. The costless collars and option contracts hedge committed and anticipated natural gas sales generally forecasted to occur within a 24 month period. The Managing General Partner does not hold or issue derivatives for trading or speculative purposes.

6. Change in Accounting Principle

In June 2001, the Financial Accounting Standard Board issued SFAS No. 143, "Accounting for Asset Retirement Obligations" that requires entities to record the fair value of a liability for an asset retirement obligation in the period in which it is incurred and a corresponding increase in the carrying amount of the related long-lived asset. This statement is effective for fiscal years beginning after June 15, 2002. The Partnership adopted SFAS No. 143 on January 1, 2003 and recorded a net asset of $14,491 and a related liability of $28,492 (using a 6% discount rate) and a cumulative effect of change in accounting principle on prior years of $(14,001).

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Notes to Financial Statements
(Unaudited)

New Accounting Standards

A reporting issue has arisen regarding the application of certain provisions of SFAS No. 141 and SFAS No. 142 to companies in the extractive industries, including oil and gas companies. The issue is whether SFAS No. 142 requires registrants to classify the costs of mineral rights (leases) associated with extracting oil and gas intangible assets in the balance sheets, apart from other capitalized oil and gas property costs, and provide specific footnote disclosures. Historically, the Partnership has included the costs of mineral rights associated with extracting oil and gas as a component of oil and gas properties. If it is ultimately determined that SFAS No. 142 requires oil and gas companies to classify costs of mineral rights associated with extracting oil and gas as a separate intangible assets line item on the balance sheet, the Partnership would be required to reclassify the historical cost of approximately $460,141 of mineral rights associated with developed oil and gas properties as of June 30, 2004 and December 31, 2003 out of oil and gas properties and into a separate intangible mineral rights assets line item. The Partnership's total balance sheet, cash flows and results of operations would not be affected since such intangible assets would continue to be amortized and assessed for impairment. There is a proposed FASB staff position issued that clarifies that reclassification will not be necessary under the exception to SFAS No. 142 but the comment period is still open. Final resolution is expected by the end of the Partnership's third quarter.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Liquidity and Capital Resources

The Partnership was funded on December 31, 1998 with initial Limited and Additional General Partner contributions of $20,525,261 and the Managing General Partner's cash contribution of $4,464,244 in accordance with the Agreement. After payment of syndication costs of $2,155,152 and a one-time management fee to the Managing General Partner of $513,132 the Partnership had available cash of $22,321,221 for Partnership activities.

The Partnership began exploration and development activities subsequent to the funding of the Partnership and completed well drilling activities by March 31, 1999. Ninety-seven wells have been drilled of which eight-nine have been completed as producing wells.

The Partnership had net working capital at June 30, 2004 of $389,644.

Operations are expected to be conducted with available funds and revenues generated from oil and gas activities. No bank borrowings are anticipated.

Results of Operations

Three months ended June 30, 2004 compared with June 30, 2003

Oil and gas sales for the three months ended June 30, 2004 were $704,390 compared to $671,313 for the three months ended June 30, 2003, an increase of $33,077 or 4.9%. The volume of natural gas sold for the three months ended June 30, 2004, was 120,404 Mcf at an average sales price of $5.85 per Mcf compared to 136,330 Mcf at an average price of $4.92 per Mcf for the three months ended June 30, 2003. The Lifting cost for the three months ended June 30, 2004 was $1.39 per Mcfe compared to $1.47 per Mcfe for the three months ended June 30, 2003. While the Partnership experienced a net income of $404,229, depreciation, depletion and amortization is a non-cash expense and therefore the Partnership distributed $522,140 to the partners for the three months ended June 30, 2004.

Six Months ended June 30, 2004 compared with June 30, 2003

Oil and gas sales for the six months ended June 30, 2004 were $1,376,574 compared to $1,384,232 for the six months ended June 30, 2003, a decrease of $7,658 or .06%. The volume of natural gas sold for the six months ended June 30, 2004, was 247,018 Mcf at an average sales price of $5.57 per Mcf compared to 264,877 Mcf at an average price of $5.23 per Mcf for the six months ended June 30, 2003. The Lifting cost for the six months ended June 30, 2004 as $1.45 per Mcf compared to $1.52 per Mcf for the six months ended June 30, 2003. While the Partnership experienced a net income of $763,506 depreciation, depletion and amortization is a non-cash expense and therefore the Partnership distributed $913,180 to the partners for the six months ending June 30, 2004.

The Partnership's revenue from oil and gas will be affected by changes in prices. As a result of changes in federal regulations, gas prices are highly dependent on the balance between supply and demand. The Partnership's gas sales prices are subject to increase and decrease based on various market sensitive indices.

Critical Accounting Policies

Certain accounting policies are very important to the portrayal of Partnership's financial condition and results of operations and require management's most subjective or complex judgments. The policies are as follows:

Revenue Recognition. Sales of natural gas are recognized when the rights and responsibilities of ownership pass to the purchasers and are net of royalties.

Impairment of Long-Lived Assets. The Partnership assesses impairment of capitalized costs of proved oil and gas properties by comparing net capitalized costs to undiscounted future cash flows on a field-by-field basis using expected prices. Prices utilized in each year's calculation for measurement purposes and expected costs are held constant throughout the life of the properties. If net capitalized costs exceed undiscounted future net cash flow, the measurement of impairment is based on estimated fair value which would consider future discounted cash flows.

Depreciation, Depletion and Amortization

Exploration and development costs are accounted for by the successful efforts method.

Costs of proved properties including leasehold acquisition, exploration and development costs and equipment are depreciated or depleted by the unit-of-production method based on estimated proved developed oil and gas reserves.

The judgments used in applying the above policies are based on management's evaluation of the relevant facts and circumstances as of the date of the financial statements. Actual results may differ from those estimates. See additional discussions in this Management's Discussion and Analysis.

Item 3. Quantitative and Qualitative Disclosure About Market Rate Risk

Market-Sensitive Instruments and Risk Management

The Partnership's primary market risk exposure is commodity price risk. This exposure is discussed in detail below:

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Notes to Financial Statements
(Unaudited)

Commodity Price Risk

Natural gas and oil prices have been unusually volatile for the past few years, and the Partnership anticipates continued volatility in the future. Currently, the NYMEX futures reflect a market expectation of gas prices at Henry Hub close to or above record prices per million Btu's (mmbtu). These prices look strong for 2004 although natural gas storage levels are near normal levels following a period when storage levels had been at a five-year low. The Partnership believes this situation creates the possibility of both periods of low prices and continued high prices.

Because of the uncertainty surrounding natural gas prices the Managing General Partner used hedging agreements to manage some of the impact of fluctuations in prices for the Managing General Partner and its various limited partnership's share of production. Through October of 2005 the Partnership has in place a series of costless collars and option contracts. Under the collar arrangements, if the applicable index rises above the ceiling price, the Partnership pays the counterparty, however if the index drops below the floor the counterparty pays the Partnership. For the period from April 2004 through October 2004, the Partnership has floors in place in a range from \$4.00 to \$5.00 on 29,656 Mmbtu of monthly production and ceilings in place at \$5.65 on 11,863 Mmbtu of monthly production. Open option contracts maturing in the next twelve months are for the sales of 133,454 Mmbtu of natural gas with an average ceiling price of \$6.12 and for the sale of 290,633 Mmbtu of natural gas with an average floor price of \$4.98 and a fair value of \$(41,125). The maximum term over which the Partnership is hedging exposure to variability of cash flows for commodity price risk is 16 months. For the period from November 2004 through March 2005, the Partnership has floors in place at \$5.67 on 23,725 Mmbtu of monthly production and ceilings in place at \$7.00 on 11,863 Mmbtu of monthly production. For the period April 2005 through October 2005, the Partnership has floors in place at \$4.28 on 17,794 Mmbtu of monthly production and ceilings in place at \$5.00 on 8,897 Mmbtu of monthly production. As of June 30, 2004 the Partnership had total option contracts for the sale of 169,041 Mmbtu of natural gas with an average ceiling price of \$5.88 and for the sale of 361,808 Mmbtu of natural gas with an average floor price of \$4.84. The fair value of these floors and ceilings as of June 30, 2004 is \$(73,917).

Disclosure of Limitations

As the information above incorporates only those exposures that exist at June 30, 2004, it does not consider those exposures or positions which could arise after that date. As a result, the Partnership's ultimate realized gain or loss with respect to commodity price fluctuations will depend on the exposures that arise during the period, the Partnership's hedging strategies at the time and commodity prices at the time.

Item 4. Controls and Procedures

Under the supervision and with the participation of the Managing General Partner's management, including the Managing General Partner's Chief Executive Officer and Chief Financial Officer, the Managing General Partner has evaluated the effectiveness of the design and operation of its disclosure controls and procedures (as defined in Exchange Act Rule 13a-14(c)) as of the end of this fiscal quarter, and, based on their evaluation, the Chief Executive Officer and Chief Financial Officer have concluded that these disclosure controls and procedures are effective in all material respects, including those to ensure that information required to be disclosed in reports filed or submitted under the Securities Exchange Act is recorded, processed, summarized, and reported, within the time periods specified in the Commission's rules and forms, and is accumulated and communicated to management, including the Managing General Partner's Chief Executive Officer and Chief Financial Officer, as appropriate to allow for timely disclosure. There have been no significant changes in our internal control or in other factors that have materially affected or are reasonably likely to materially affect these controls that occurred during the Partnership's last fiscal quarter and subsequent to the date of their evaluation.

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PART II - OTHER INFORMATION

Item 1. Legal Proceedings

None.

Item 6. Exhibits and Reports on Form 8-K

(a) Exhibits

Exhibit Name	Exhibit Number
Rule 13a-14(a)/15d-14(a) Certifications by Chief Executive Officer	31.1
Rule 13a-14(a)/15d-14(a)Certification by Chief Financial Officer	31.2
Section 1350 Certifications by Chief Executive Officer	32.1
Section 1350 Certifications by Chief Financial Officer	32.2

(b) No reports on Form 8-K have been filed during the quarter ended June 30, 2004.

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 thereunto duly authorized.

PDC 1998-D Limited Partnership
(Registrant)

By its Managing General Partner
Petroleum Development Corporation

/s/ Steven R. Williams
Steven R. Williams
President

Date: August 5, 2004

/s/ Darwin L. Stump
Darwin L. Stump
Chief Financial Officer

Date: August 5, 2004