

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 12b-25
NOTIFICATION OF LATE FILING

OMB APPROVAL	
OMB Number:	3235-0058
Expires:	April 30, 2009
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SEC FILE NUMBER	
000-51221	
CUSIP NUMBER	

(Check one): / / Form 10-K / / Form 20-F / / Form 11-K ☒ / Form 10-Q / / Form 10-D / / Form N-SAR / / Form N-CSR

For Period Ended: March 31, 2006

/ / Transition Report on Form 10-K
/ / Transition Report on Form 20-F
/ / Transition Report on Form 11-K
/ / Transition Report on Form 10-Q
/ / Transition Report on Form N-SAR
For the Transition Period Ended: _____

Read Instructions (on back page) Before Preparing Form. Please Print or Type.

Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.

If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates:

PART I — REGISTRANT INFORMATION

PDC 2004-D Limited Partnership

Full Name of Registrant

Former Name if Applicable

103 East Main Street

Address of Principal Executive Office (*Street and Number*)

Bridgeport, WV 26330

City, State and Zip Code

PART II — RULES 12b-25(b) AND (c)

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate)

- | | |
|---|---|
| X | <p>(a) The reason described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense</p> <p>(b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, Form 11-K, Form N-SAR or Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q, or subject distribution report on Form 10-D, or portion thereof, will be filed on or before the fifth calendar day following the prescribed due date; and</p> <p>(c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.</p> |
|---|---|

PART III — NARRATIVE

State below in reasonable detail the reasons why Forms 10-K, 20-F, 11-K, 10-Q, 10-D, N-SAR, N-CSR, or the transition report or portion thereof, could not be filed within the prescribed time period.

PDC 2004-D Limited Partnership (the “Registrant”) has determined that it is unable to file the Form 10-Q of the Registrant for the quarter ended March 31, 2006 by the May 15, 2006 due date or by the May 22, 2006 extension date. Therefore, the Registrant is not requesting the five-day extension permitted by Rule 12b-25 of the U. S. Securities and Exchange Commission (the “SEC”).

The Registrant is unable to file a timely Form 10-Q for the quarter ended March 31, 2006 (the “March 2006 Form 10-Q”) because additional time is needed to complete the preparation of the financial statements and have them reviewed by the independent auditors. In November 2005, the Registrant determined that its previously issued financial statements for the year ended December 31, 2004 (the “2004 Form 10-K”) and for the quarter ended March 31, 2005 should no longer be relied upon and must be restated to correct errors in the accounting for certain items. Accordingly, we are conducting a restatement of these previous financial statements. We have also not completed our Form 10-K for the year ended December 31, 2005 (the “2005 Form 10-K”). The Registrant is currently preparing the restated 2004 Form 10-K and the initial 2005 Form 10-K containing the restated financial information for these prior periods. The 2004 Form 10-K and the 2005 Form 10-K must be filed prior to the filing the March 2006 Form 10-Q. The Registrant is working diligently to complete the filing of the 2004 Form 10-K and the 2005 Form 10-K, and will be able to file the March 2006 Form 10-Q within thirty days after completing the 2004 and 2005 reports on Form 10-K. The Registrant is presently assessing the time required to complete and file these reports and by May 19, 2006 the Registrant will provide the Staff of the SEC with a time schedule for completion of these reports.

The Registrant previously filed reports with the SEC in which we provided information about our restatement, including a Notification of Late Filing on Form 12b-25 on April 1, 2006 for the 2005 Form 10-K and in Current Reports on Form 8-K filed with the SEC on November 14, 2005 and August 25, 2005.

SEC 1344 (03-05) **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 control number.**

(Attach extra Sheets if Needed)

PART IV — OTHER INFORMATION

- (1) Name and telephone number of person to contact in regard to this notification

<u>Darwin L. Stump</u>	<u>304</u>	<u>842-6256</u>
(Name)	(Area Code)	(Telephone Number)

- (2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If answer is no, identify report(s).

Form 10-Q for quarter ended June 30, 2005	
Form 10-Q for quarter ended September 30, 2005	
Form 10-K for the year ended December 31, 2005	/ / Yes /X/ No

- (3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof?

/ / Yes /X/ No

If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

PDC 2004-D Limited PARTNERSHIP

(Name of Registrant as Specified in Charter)

has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.

Date May 12, 2006

By /s/ Darwin L. Stump
Chief Financial Officer of Petroleum Development Corporation,
the Managing General Partner of the Registrant

ATTENTION

Intentional misstatements or omissions of fact constitute Federal Criminal Violations (See 18 U.S.C. 1001).

GENERAL INSTRUCTIONS

1. This form is required by Rule 12b-25 (17 CFR 240.12b-25) of the General Rules and Regulations under the Securities Exchange Act of 1934.
2. One signed original and four conformed copies of this form and amendments thereto must be completed and filed with the Securities and Exchange Commission, Washington, D.C. 20549, in accordance with Rule 0-3 of the General Rules and Regulations under the Act. The information contained in or filed with the form will be made a matter of public record in the Commission files.
3. A manually signed copy of the form and amendments thereto shall be filed with each national securities exchange on which any class of securities of the registrant is registered.
4. Amendments to the notifications must also be filed on Form 12b-25 but need not restate information that has been correctly furnished. The form shall be clearly identified as an amended notification.
5. Electronic Filers: This form shall not be used by electronic filers unable to timely file a report solely due to electronic difficulties. Filers unable to submit reports within the time period prescribed due to difficulties in electronic filing should comply with either Rule 201 or Rule 202 of Regulation S-T (§232.201 or §232.202 of this chapter) or apply for an adjustment in filing date pursuant to Rule 13(b) of Regulation S-T (§232.13(b) of this chapter).