



DIVISION OF  
CORPORATION FINANCE

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

May 27, 2011

Via Facsimile to R. Scott Meyers  
Richard W. McCullough  
Chief Executive Officer and Chairman  
Petroleum Development Corporation  
1775 Sherman Street, Suite 3000  
Denver, Colorado 80203

**Re: Petroleum Development Corporation**  
**Amendment No. 2 to Form 10-K for Fiscal Year Ended December 31, 2010**  
**Filed May 18, 2011**  
**Form 10-K for Fiscal Year Ended December 31, 2009**  
**Filed March 4, 2010**  
**File No. 0-07246**

Dear Mr. McCullough:

We have completed our review of your filings. We remind you that our comments or changes to disclosure in response to our comments do not foreclose the Commission from taking any action with respect to the company or the filings and the company may not assert staff comments as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States. We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filings to be certain that the filings include the information the Securities Exchange Act of 1934 and all applicable rules require.

Sincerely,

/s/ H. Roger Schwall

H. Roger Schwall  
Assistant Director