

STEARNS ERIC R
Form 4
March 20, 2006

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
STEARNS ERIC R

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

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/16/2006

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)
Executive Vice President

BRIDGEPORT, WV 26330

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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) (Instr. 3, 4 and 5)	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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Restricted Common Stock	03/16/2006		A		5,441 (1)	\$ 43.74	60,521 D

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

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information contained in this form are not
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SEC 1474
(9-02)

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options (Common Stock)	\$ 43.74	03/16/2006		A		1,093		03/16/2007	03/16/2016	Common Stock	1,093
Options (Common Stock)	\$ 43.74	03/16/2006		A		1,094		03/16/2008	03/16/2016	Common Stock	1,094
Options (Common Stock)	\$ 43.74	03/16/2006		A		1,094		03/16/2009	03/16/2016	Common Stock	1,094
Options (Common Stock)	\$ 43.74	03/16/2006		A		1,094		03/16/2010	03/16/2016	Common Stock	1,094

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
STEARNS ERIC R C/O PETROLEUM DEVELOPMENT CORP 103 E MAIN STREET BRIDGEPORT, WV 26330	Executive Vice President

Signatures

/s/ Eric R.
Stearns

03/20/2006

__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).

(1) These shares vest 25% upon the passage of each year following the grant.

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Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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