

Item 8.01. Other events of importance to security holders.

On February 8, 2005, Company issued a news release stating that its first 2005 drilling Partnership closed with approximately \$40 million in subscriptions.

EXHIBIT INDEX

On February 8, 2005, Company issued a news release stating that its first 2005 drilling Partnership closed with approximately \$40 million in subscriptions.

The news releases are filed herewith as Exhibit 99.1 and incorporated herein by reference.

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 hereunto duly authorized.

Petroleum Development Corporation

Date February 8, 2005

By /s/ Darwin L. Stump

Darwin L. Stump

Chief Financial Officer