

OMB APPROVAL	
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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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>PARKE DAVID C</u> _____ (Last) (First) (Middle) <u>1775 SHERMAN STREET, SUITE 3000</u> _____ (Street) <u>DENVER CO 80203</u> _____ (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>PDC ENERGY, INC. [PDCE]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/11/2018</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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			
Common Stock	01/11/2018		D		831	A	(1)	16,936	D	
Common Stock	01/13/2018		D		1,127	A	(2)	15,809	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Phantom Stock	(3)	01/11/2018		A		831		(4)	(4)	Common Stock	831	(1)	4,286 ⁽¹⁾	D	
Phantom Stock	(3)	01/13/2018		A		1,127		(4)	(4)	Common Stock	1,127	(2)	5,413 ⁽²⁾	D	

Explanation of Responses:

- The reporting person previously elected to defer 831 shares of restricted stock vesting on January 11, 2018 (the shares of restricted stock were originally granted on January 11, 2016), and accordingly received 831 shares of phantom stock on January 11, 2018 pursuant to the PDC Energy, Inc. Amended and Restated Non-Employee Director Deferred Compensation Plan (the "Plan"). As a result, the reporting person is reporting the disposition of 831 shares of common stock in exchange for an equal number of shares of phantom stock. The shares shown in column 9 of Table II include 3,455 shares previously acquired pursuant to the Plan and previously reported in Table I of reporting person's Form 4 filings.
- The reporting person previously elected to defer 1,127 shares of restricted stock vesting on January 13, 2018 (the shares of restricted stock were originally granted on January 13, 2015), and accordingly received 1,127 shares of phantom stock on January 13, 2018 pursuant to the PDC Energy, Inc. Amended and Restated Non-Employee Director Deferred Compensation Plan (the "Plan"). As a result, the reporting person is reporting the disposition of 1,127 shares of common stock in exchange for an equal number of shares of phantom stock. The shares shown in column 9 of Table II include 3,455 shares previously acquired pursuant to the Plan and previously reported in Table I of reporting person's Form 4 filings.
- Each share of phantom stock represents a right to receive one share of common stock or, at the reporting person's election, the cash value thereof.
- The phantom stock becomes payable upon the first to occur of (1) the reporting persons "separation of service" as defined under Section 409A of the Internal Revenue Code of 1986, as amended, or (2) a "Change in Control" of PDC Energy, Inc. as such item is defined in the Plan.

David C. Parke 01/16/2018

** Signature of Reporting Person Date

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

* 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).

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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