

SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549
 Schedule 13G
 Under the Securities Exchange Act of 1934
 Amendment No. 2

Petroleum Development Corp

(Name of Issuer)

Common Stock

(Title of Class of Securities)

716578109

(CUSIP Number)

Check the following box if a fee is being paid with this statement
 CUSIP No.

- 1) Names of Reporting Persons S.S. or I.R.S. Identification Nos. of above persons
 PNC Bank Corp. 25-143-5979
- 2) Check the Appropriate Box if a Member of a Group (See Instructions)
 a)
 b)
- 3) SEC USE ONLY
- 4) Citizenship or Place of Organization Pennsylvania

Number of Shares Beneficially Owned By Each Reporting Person With	5) Sole Voting Power	1,200,000
	6) Shared Voting Power	0

7) Sole Dispositive Power	1,200,000
---------------------------	-----------

8) Shared Dispositive Power	0
-----------------------------	---

9) Aggregate Amount Beneficially Owned by Each Reporting Person	1,200,000
---	-----------

10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares
 (See Instructions)

11) Percent of Class Represented by Amount in Row (9)	11.02
---	-------

12) Type of Reporting Person (See Instructions)	HC
---	----

SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549
 Schedule 13G
 Under the Securities Exchange Act of 1934
 Amendment No. 2

Petroleum Development Corp

(Name of Issuer)

Common Stock

(Title of Class of Securities)

716578109

(CUSIP Number)

Check the following box if a fee is being paid with this statement
 CUSIP No.

- 1) Names of Reporting Persons S.S. or I.R.S. Identification Nos. of above persons
 PNC Bancorp, Inc. 51-0326854
- 2) Check the Appropriate Box if a Member of a Group (See Instructions)
 a)
 b)
- 3) SEC USE ONLY
- 4) Citizenship or Place of Organization Delaware

Number of Shares Beneficially Owned By Each Reporting Person With	5) Sole Voting Power	1,200,000
	6) Shared Voting Power	0
	7) Sole Dispositive Power	1,200,000
	8) Shared Dispositive Power	0
9) Aggregate Amount Beneficially Owned by Each Reporting Person		1,200,000
10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)		
11) Percent of Class Represented by Amount in Row (9)		11.02
12) Type of Reporting Person (See Instructions)		HC

SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549
 Schedule 13G
 Under the Securities Exchange Act of 1934
 Amendment No. 2

Petroleum Development Corp

(Name of Issuer)

Common Stock

(Title of Class of Securities)

716578109

(CUSIP Number)

Check the following box if a fee is being paid with this statement
 CUSIP No.

- 1) Names of Reporting Persons S.S. or I.R.S. Identification Nos. of above persons
 PNC Bank, National Association 25-1197336
- 2) Check the Appropriate Box if a Member of a Group (See Instructions)
 a)
 b)
- 3) SEC USE ONLY
- 4) Citizenship or Place of Organization United States

Number of Shares Beneficially Owned By Each Reporting Person With	5) Sole Voting Power	1,200,000
	6) Shared Voting Power	0
	7) Sole Dispositive Power	1,200,000
	8) Shared Dispositive Power	0
9) Aggregate Amount Beneficially Owned by Each Reporting Person		1,200,000
10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)		
11) Percent of Class Represented by Amount in Row (9)		11.02
12) Type of Reporting Person (See Instructions)		BK

4

Item 4 - Ownership:

(a) Amount Beneficially Owned:	1,200,000
(b) Percent of Class:	11.02
(c) Number of shares to which such person has:	
(i) sole power to vote or to direct the vote	1,200,000
(ii) shared power to vote or to direct the vote	0
(iii) sole power to dispose or to direct the disposition of	1,200,000
(iv) shared power to dispose or to direct the disposition of	0

Item 10 - Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purposes or effect.

Signature.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 14, 1995

Date

/s/ William F. Strome

Signature - PNC Bank Corp.

William F. Strome, Senior Vice President

Name/Title

February 14, 1995

Date

/s/ Paul L. Audet

Signature - PNC Bancorp, Inc.

Paul L. Audet, Vice President

Name/Title

February 14, 1995

Date

/s/ William F. Strome

Signature - PNC Bank, National Association

William F. Strome, Senior Vice President

Name/Title

See Agreement Attached as Exhibit A

February 9, 1995

The undersigned hereby agree to file a joint statement on Schedule 13G under the Securities Exchange Act of 1934 (the "Act") in connection with their beneficial ownership of common stock issued by Petroleum Development Corp.

Each of the undersigned states that it is entitled to individually use Schedule 13G pursuant to Rule 13d-1(c) of the Act.

Each of the undersigned is responsible for the timely filing of the statement and any amendments thereto, and for the completeness and accuracy of the information concerning each of them contained therein but none is responsible for the completeness or accuracy of the information concerning the others.

PNC BANK CORP.

BY: /s/ William F. Strome

William F. Strome, Senior Vice President

PNC BANCORP, INC.

BY: /s/ Paul L. Audet

Paul L. Audet, Vice President

PNC BANK, NATIONAL ASSOCIATION

BY: /s/ William F. Strome

William F. Strome, Senior Vice President