



DIVISION OF  
CORPORATION FINANCE

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

February 23, 2012

Via E-mail

Steven A. Hartman  
Senior Vice President and Chief Financial Officer  
Penn Virginia Corporation  
Four Radnor Corporate Center, Suite 200  
100 Matsonford Road  
Radnor, Pennsylvania 19087

**Re: Penn Virginia Corporation  
Form 10-K for Fiscal Year Ended December 31, 2010  
Filed February 28, 2011  
File No. 1-13283**

Dear Mr. Hartman:

We have completed our review of your filing. 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 filing 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 filing includes the information the Securities Exchange Act of 1934 and all applicable rules require.

Sincerely,

/s/H. Roger Schwall

H. Roger Schwall  
Assistant Director