Penn Virginia GP Holdings, L.P.

Form 4

November 17, 2008

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * WELLER JONATHAN B

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

Penn Virginia GP Holdings, L.P.

(Check all applicable)

[PVG]

(Last)

(First) (Middle)

(Zip)

3. Date of Earliest Transaction

4. If Amendment, Date Original

(Instr. 8)

_X__ Director 10% Owner Officer (give title Other (specify

(Month/Day/Year)

45 RIGHTERS MILL ROAD

(Street)

(State)

11/15/2008

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

below)

PENN VALLEY, PA 19072

(City)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

3. Execution Date, if

(Month/Day/Year)

4. Securities TransactionAcquired (A) or Code Disposed of (D)

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I)

(Instr. 4)

(Instr. 4)

Following Reported Transaction(s)

(A) or

(Instr. 3, 4 and 5)

(Instr. 3 and 4) Code V Amount (D) Price

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

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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 3. Transaction Date 3A. Deemed Derivative Conversion (Month/Day/Year) Execution Date, if Security or Exercise any

5. Number 4. Transaction of Derivative Expiration Date Code Securities

6. Date Exercisable and (Month/Day/Year)

7. Title and Amount of 8. Price **Underlying Securities** (Instr. 3 and 4)

Deriv

Secur

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(Instr. 3)	Price of Derivative Security	(Month/Day/Yea	ar) (Instr. 8)	Acquired (A) or Disposed (D) (Instr. 3, and 5)	l of				(Instr.
			Code V	(A)	(D) Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Deferred Common Units	\$ 0 (1)	11/15/2008	A	1,884	<u>(1)</u>	<u>(1)</u>	Common Units	1,884	\$

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
WELLER JONATHAN B 45 RIGHTERS MILL ROAD PENN VALLEY, PA 19072	X						

Signatures

Nancy M. Snyder as power of attorney

11/17/2008

**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).
- Each deferred common unit represents one common unit of the Issuer, which will be distributed on the date on which Mr. Weller ceases to serve as a non-employee director of PVG GP, LLC, the general partner of the Issuer.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 2