

Penn Virginia GP Holdings, L.P.  
 Form 4  
 July 21, 2008

**FORM 4**

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

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 OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**PENN VIRGINIA CORP**

2. Issuer Name and Ticker or Trading Symbol  
**Penn Virginia GP Holdings, L.P.  
 [PVG]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
**07/17/2008**

\_\_\_\_ Director  
 \_\_\_\_ Officer (give title below)  
 10% Owner  
 Other (specify below)  
**100% owner of general partner**

**100 MATSONFORD ROAD SUITE  
 300, THREE RADNOR  
 CORPORATE CENTER**

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**RADNOR, PA 19087**

(City) (State) (Zip)

**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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Units	07/17/2008		S	1,445,301 D \$ 30.72	30,642,123	I	Parent Company (1)
Common Units	07/17/2008		S	564,694 D \$ 30.72	30,077,429	I	Parent Company (2)

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

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SEC 1474 (9-02)

displays a currently valid OMB control number.

**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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PENN VIRGINIA CORP 100 MATSONFORD ROAD SUITE 300 THREE RADNOR CORPORATE CENTER RADNOR, PA 19087		X		100% owner of general partner

## Signatures

Nancy M. Snyder, Vice President  
07/21/2008

\_\_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).

(1) Penn Virginia Corporation is the ultimate parent company of Penn Virginia Resource GP Corp. ("GP Corp"), Penn Virginia Resource LP Corp. ("LP Corp") and Kanawha Rail Corp. ("KRC"). As such, Penn Virginia Corporation may be deemed to beneficially own common units held by GP Corp, LP Corp and KRC. After this transaction, KRC will no longer own common units. In addition, as the ultimate parent company of PVG GP, LLC, the general partner of the Issuer (the "General Partner"), Penn Virginia Corporation appoints the directors of the General Partner.

(2) Penn Virginia Corporation is the ultimate parent company of Penn Virginia Resource GP Corp. ("GP Corp") and Penn Virginia Resource LP Corp. ("LP Corp"). As such, Penn Virginia Corporation may be deemed to beneficially own common units held by GP Corp and LP Corp. In addition, as the ultimate parent company of PVG GP, LLC, the general partner of the Issuer (the "General Partner"), Penn Virginia Corporation appoints the directors of the General Partner.

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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