

Penn Virginia GP Holdings, L.P.  
Form 15-12B  
April 25, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 15**

**CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION UNDER SECTION 12(g) OF  
THE SECURITIES EXCHANGE ACT OF 1934 OR SUSPENSION OF DUTY TO FILE REPORTS UNDER  
SECTIONS 13 AND 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

Commission File Number 001-33171

**Penn Virginia GP Holdings, L.P.**

(Exact name of registrant as specified in its charter)

**Five Radnor Corporate Center**

**100 Matsonford Road, Suite 500**

**Radnor Pennsylvania, 19087**

**(610) 975-8200**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Common Units (representing limited partnership interests)**

(Title of each class of securities covered by this Form)

**None**

(Titles of all other classes of securities for which a duty to file reports under Section 13(a) or 15(d) remains)

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Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to terminate or suspend the duty to file reports:

|                      |    |
|----------------------|----|
| Rule 12g-4(a)(1)     | x  |
| Rule 12g-4(a)(2)     | .. |
| Rule 12h-3(b)(1)(i)  | x  |
| Rule 12h-3(b)(1)(ii) | .. |
| Rule 15d-6           | .. |

Approximate number of holders of record as of the certification or notice date: None

Pursuant to the requirements of the Securities Exchange Act of 1934, Penn Virginia GP Holdings, L.P. has caused this certification/notice to be signed on its behalf by the undersigned duly authorized person.

Date: April 25, 2011

PENN VIRGINIA GP HOLDINGS, L.P.

By: Penn Virginia Resource GP, LLC,

as successor to Penn Virginia GP Holdings, L.P.

By: /s/ Bruce D. Davis, Jr.

Name: Bruce D. Davis, Jr.

Title: Executive Vice President, General Counsel and Secretary

Instruction: This form is required by Rules 12g-4, 12h-3 and 15d-6 of the General Rules and Regulations under the Securities Exchange Act of 1934. The registrant shall file with the Commission three copies of Form 15, one of which shall be manually signed. It may be signed by an officer of the registrant, by counsel or by any other duly authorized person. The name and title of the person signing the form shall be typed or printed under the signature.