

PEDEVCO CORP

Form 4

August 27, 2014

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Ingriselli Frank C

(Last) (First) (Middle)

4125 BLACKHAWK PLAZA
CIRCLE, SUITE 201

(Street)

DANVILLE, CA 94506

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
PEDEVCO CORP [PED]

3. Date of Earliest Transaction
(Month/Day/Year)
08/25/2014

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below)

CEO and President

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

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	08/25/2014		Code V A V	Amount 170,000 (1)	(A) or (D) Price \$ 1.87	2,035,691 (2)	D

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

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information contained in this form are not
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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number of Shares
Common Stock Warrant (Right to Buy)	\$ 2.34					12/16/2013 12/16/2017	Common Stock 38,096
Common Stock Warrant (Right to Buy)	\$ 2.25					01/03/2012 10/31/2014	Common Stock 334
Common Stock Warrant (Right to Buy)	\$ 5.25					03/22/2013 03/22/2017	Common Stock 19,048
Non-Qualified Stock Option (Right to Buy)	\$ 0.51					12/18/2012 06/18/2022	Common Stock 348,26
Incentive Stock Option (Right to Buy)	\$ 0.51					12/18/2012 06/18/2022	Common Stock 42,533

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ingriselli Frank C 4125 BLACKHAWK PLAZA CIRCLE SUITE 201 DANVILLE, CA 94506	X		CEO and President	

Signatures

/s/ Clark Moore, Attorney
in Fact 08/27/2014

__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).

This transaction, which constituted the purchase in a private transaction of 170,000 shares of the issuer's common stock, is matchable under Section 16(b) of the Securities Exchange Act of 1934, as amended, with Mr. Ingriselli's sale of 9,000 shares of common stock at

- (1) \$2.0264 per share on July 1, 2014 pursuant to a Rule 10b-1 plan established on September 30, 2013. As a result, Mr. Ingriselli has agreed to pay the issuer \$1,408, representing the full amount of the profit realized by Mr. Ingriselli in connection with the short-swing transaction.

Reporting Person's holding includes 166,667 shares, 540,000 shares and 351,000 balance shares issued pursuant to restricted stock grants,

- (2) 40,123 shares issued pursuant to an option exercise, 718,334 and 1,890 transferred from Global Venture Investments, LLC , 27,677 shares remaining from Founders stock grant and 20,000 and 170,000 shares acquired in private transactions.

- (3) Global Venture Investments, LLC is an entity 100% owned and controlled by Reporting Person.

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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