

PEDEVCO CORP
Form 4
September 03, 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 *
Clark Moore

(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)
08/29/2014

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

Executive Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 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	08/29/2014		S	V 3,500 (1)	D \$ 2 1,079,234	D	
Common Stock	09/02/2014		G	V 15,000 (2)	D \$ 0.003 1,064,234 (3)	D	
Common Stock					57,334	I	By minor children (4)

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)

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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 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 1,906
Common Stock Warrant (Right to Buy)	\$ 5.25					03/22/2013 03/22/2017	Common Stock 953
Incentive Stock Option (Right to Buy)	\$ 0.51					12/18/2012 06/18/2022	Common Stock 44,467
Non-Qualified Stock Option (Right to Buy)	\$ 0.51					12/18/2012 06/18/2022	Common Stock 188,86

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Clark Moore 4125 BLACKHAWK PLAZA CIRCLE SUITE 201 DANVILLE, CA 94506	Executive Vice President

Signatures

/s/Clark Moore 09/03/2014

**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).
- (1) All sales were pursuant to a 10b5-1 trading plan previously adopted by the Reporting Person on September 30, 2013.
- (2) Reporting Person and his spouse made bona fide gift transfers of an aggregate of 15,000 shares, in a private transaction, from shares held in community property.
- (3) Reporting Person's holdings include 83,334 shares, 350,000 shares and 219,500 balance shares respectively issued pursuant to restricted stock grants, and 411,400 remaining of Founders stock.
- (4) Represents 28,667 shares of the Issuer's common stock owned by each of Reporting Person's two minor children.

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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