

PEDEVCO CORP
Form 4
February 10, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
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)
02/09/2015

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)
Executive Vice 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount or (D) Price | | | |
| Common Stock | 02/09/2015 | | S | V 21,750 (1) D \$ 0.6021 | 1,277,484 | D | |
| Common Stock | 02/10/2015 | | G | V 30,000 (3) D \$ 0.003 | 1,247,484 | D | |
| Common Stock | 02/10/2015 | | G | V 30,000 (4) D \$ 0.003 | 1,217,484 (2) | D | |
| Common Stock | | | | | 57,334 (5) | I | By minor children |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

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 |
| Incentive Stock Option (Right to Buy) | \$ 0.37 | | | | | 01/07/2015 | 01/07/2020 | Common Stock | 270,000 |
| 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 | 188,860 |

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

02/10/2015

**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).

All sales were sold pursuant to a 10b5-1 trading plan previously adopted by Reporting Person on December 15, 2014 to satisfy Reporting

- (1) Person's tax liability in connection with the February 9, 2015 vesting of certain shares of restricted stock which were granted under the Company's 2012 Equity Incentive Plan, which grant was exempt from Section 16(b) pursuant to Rule 16b-13(d).
- (2) Reporting Person's holding includes 83,334 shares; 197,750 shares; 315,000 shares and 270,000 shares issued pursuant to restricted stock grants and 351,400 remaining of Founders Stock.
- (3) Reporting Person and his spouse made a bona fide gift transfer of 30,000 shares in a private transaction from shares held in community property.
- (4) Reporting Person and his spouse made a charitable gift from shares held in community property.
- (5) 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.

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.