

PEDEVCO CORP
Form 4
January 11, 2017

FORM 4

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

OMB APPROVAL

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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 *
PETERSON MICHAEL L

(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)
01/09/2017

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)
President and CEO

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 (A) or (D) Price | | | |
| Common Stock | 01/09/2017 | | S | V 44,000 (1) D \$ 0.107 | 2,679,528 | D | |
| Common Stock | 01/10/2017 | | S | V 40,000 (1) D \$ 0.102 | 2,639,528 | D | |
| Common Stock | 01/11/2017 | | S | V 58,250 (1) D \$ 0.103 | 2,581,278 (4) | D | |
| Common Stock | | | | | 5,209 | I (2) | By The Peterson Family Trust |
| | | | | | 36,668 | I (3) | |

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Common
Stock

By
dependent
children

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

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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 |
| Incentive Stock Option (Right to Buy) | \$ 0.22 | | | | | 01/07/2016 01/07/2021 | Common Stock 300,000 |
| Incentive Stock Option (Right to Buy) | \$ 0.37 | | | | | 01/07/2015 01/07/2020 | Common Stock 325,000 |
| Incentive Stock Option (Right to Buy) | \$ 0.51 | | | | | 12/18/2012 06/18/2022 | Common Stock 63,800 |
| Non-Qualified Stock Option (Right to Buy) | \$ 0.24 | | | | | 03/01/2012 01/07/2021 | Common Stock 100,000 |
| Non-Qualified Stock Option (Right to Buy) | \$ 0.51 | | | | | 12/18/2012 06/18/2022 | Common Stock 269,530 |
| Non-Qualified Stock Option (Right to Buy) | \$ 67.2 | | | | | 09/20/2008 05/28/2018 | Common Stock 447 |
| Non-Qualified Stock Option (Right to Buy) | \$ 30.24 | | | | | 02/02/2011 02/02/2021 | Common Stock 2,977 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| PETERSON MICHAEL L 4125 BLACKHAWK PLAZA CIRCLE SUITE 201 DANVILLE, CA 94506 | | | President and CEO | |

Signatures

/s/ Clark Moore, Attorney
in Fact

01/11/2017

__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).
- Shares were sold pursuant to a 10b5-1 trading plan previously adopted by Reporting Person to satisfy Reporting Person's tax liability in connection with the January 1, 2017 and January 7, 2017 vesting of certain shares of restricted stock which were granted under the Company's 2012 Equity Incentive Plan, which grants were exempt from Section 16(b) pursuant to Rule 16b-13(d).
- (2) Represents shares held by the Peterson Family Trust, a trust owned 100% by Mr. Peterson and his spouse.
 - (3) Represents shares of common stock 50% owned by each of Reporting Person's two dependent children.
 - (4) Reporting Person's holdings include: 45,000, 198,750, 106,750, 115,000, 77,245, 380,935 and 1,650,000 shares all issued pursuant to restricted stock grants; 7,449 issued pursuant to debt conversion and 149 issued pursuant to a 2008 Blast stock grant.

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