

PEDEVCO CORP
Form 4
September 09, 2013

FORM 4

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

OMB APPROVAL

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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 *
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 [PEDO]

3. Date of Earliest Transaction
(Month/Day/Year)
09/06/2013

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount or (D) Price | | | |
| Common Stock | 09/06/2013 | | S | V <u>4,000</u> ⁽¹⁾ D \$ 4.5 | 1,540,469 | D | |
| Common Stock | 09/06/2013 | | S | V <u>10,000</u> ⁽²⁾ D \$ 4.5 | 1,530,469 ⁽³⁾ | D | |
| Common Stock | | | | | 1,890 | I ⁽⁴⁾ | BY Global Venture Investments LLC |

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

SEC 1474 (9-02)

required to respond unless the form displays a currently valid OMB control number.

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) | \$ 2.25 | | | | | 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 | 348,260 |
| 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 09/09/2013

**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) 4,000 shares were sold at \$4.50 per share pursuant to Form 10b5-1 Sales Plan established December 17, 2012 and administered by Oppenheimer and Co. Inc.

(2) 10,000 shares were transferred pursuant to a Gift Transfer Agreement in a private transaction.

Includes 166,667 shares and 450,000 shares issued pursuant to restricted stock grants, 40,123 shares issued pursuant to an option exercise,
(3) 793,334 transferred by Global Venture Investments, LLC to Reporting Person on September 9, 2013 and 80,345 shares remaining from Founders share grant.

(4) Global Venture Investments, LLC, an entity 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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