

PEDEVCO CORP  
Form 4  
July 11, 2016

**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 \*  
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)  
07/07/2016

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 or (D) Price			
Common Stock	07/05/2016		G	V 100,000 (1) D \$ 0.23	1,363,968	D	
Common Stock	07/07/2016		S	V 68,565 (2) D \$ 0.249	1,295,403	D	
Common Stock	07/08/2016		S	V 50,000 (2) D \$ 0.251	1,245,403	D	
Common Stock	07/11/2016		S	V 50,000 (2) D \$ 0.2313 (5)	1,195,403	D	
Common Stock					5,209	I	By The Peterson Family

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Common Stock	36,668	I	Trust <sup>(3)</sup> By dependent children <sup>(4)</sup>
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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 of 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      10/07/2021	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	\$ 30.24					02/02/2011      02/02/2021	Common Stock      2,977

(Right to Buy)

## 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 07/11/2016

\_\_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) Common stock shares were transferred pursuant to a charitable gift in a private transaction.  
All sales were sold pursuant to a 10b5-1 trading plan previously adopted by Reporting Person to satisfy Reporting Person's tax liability in
- (2) connection with the July 1, 2016 and July 7, 2016 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-3(d).
- (3) Represents shares held by the Peterson Family Trust, a Trust owned 100% by Mr. Peterson and his spouse.
- (4) Represents shares of common stock 50% owned by each of Reporting Persons's two dependent children.
- (5) Reporting Person's holding include: 45,000; 223,125; 126,500; 180,000; 142,245 and 470,935 shares issued pursuant to restricted stock grants; 7,449 shares issues pursuant to debt conversion and 149 issued pursuant to a 2008 Blast stock grant.

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.