

PEDEVCO CORP
Form 4
April 11, 2017

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)
04/10/2017

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 04/10/2017 | | S | V 1,500 (1) | \$ 1.1148 | D | |
| Common Stock | | | | | 521 | I (2) | By The Peterson Family Trust |
| Common Stock | | | | | 1,834 | I (3) | By dependent child |

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 or Number of Shares |
| Incentive Stock Option (Right to Buy) | \$ 2.2 | | | | | 01/07/2016 | 01/07/2021 | Common Stock | 30,000 |
| Incentive Stock Option (Right to Buy) | \$ 3.7 | | | | | 01/07/2015 | 01/07/2020 | Common Stock | 32,500 |
| Incentive Stock Option (Right to Buy) | \$ 5.1 | | | | | 12/18/2012 | 06/18/2022 | Common Stock | 6,380 |
| Non-Qualified Stock Option (Right to Buy) | \$ 2.4 | | | | | 03/01/2012 | 01/07/2021 | Common Stock | 10,000 |
| Non-Qualified Stock Option (Right to Buy) | \$ 5.1 | | | | | 12/18/2012 | 06/18/2022 | Common Stock | 26,954 |
| Non-Qualified Stock Option (Right to Buy) | \$ 672 | | | | | 09/20/2008 | 05/28/2018 | Common Stock | 45 |
| Non-Qualified Stock Option (Right to Buy) | \$ 302.4 | | | | | 02/02/2011 | 02/02/2021 | Common Stock | 298 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

2

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

04/11/2017

__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 April 8, 2017 vesting of 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).
- (1) 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 April 8, 2017 vesting of 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 owned by Reporting Person's dependent child.
 - (4) Reporting Person's holdings include: 4,500; 19,875; 10,675; 10,000; 7,725; 38,094 and 165,000 shares all issued pursuant to restricted stock grants; 745 issued pursuant to debt conversion and 15 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.

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