

PEDEVCO CORP  
Form 4  
December 30, 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 \*  
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 [PED]

3. Date of Earliest Transaction (Month/Day/Year)  
12/28/2016

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)  
Non-Executive Chairman

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                    | 12/28/2016                           |  | A                              | V   | 545,455<br>(1)  | A  | \$<br>0.11  |
|                                 |                                      |  |                                |   | 2,705,072 (2)   | D  |   |

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)**

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| 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 | 370,000                 |
| Common Stock Warrant (Right to Buy)        | \$ 2.34  |                                      |  |                                |   | 12/16/2013   | 12/16/2017  | Common Stock | 38,096                  |
| 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<br>4125 BLACKHAWK PLAZA CIRCLE<br>SUITE 201<br>DANVILLE, CA 94506 | X             |           |         | Non-Executive Chairman |

## Signatures

/s/ Frank Ingriselli 12/30/2016

\*\*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 of Issuer granted to Reporting Person pursuant to Issuer's 2012 Equity Incentive Plan and Issuer's Board of Director's Compensation Plan as Reporting Person's annual equity compensation grant. 100% of the shares will become vested and nonforfeitable on May 1, 2017 (Reporting Persons' anniversary date as a non-employee Director of Issuer), for so long as Reporting Person remains a Director, an employee of, or consultant to Issuer and subject to the terms and conditions of a Restricted Shares Grant Agreement.

(2) Reporting Person's holdings include: 233,705 held by spouse, 429,412 fully vested shares held directly, and 545,455 shares issued pursuant to a restricted stock grant; and 1,496,500 fully vested shares held by Global Venture Investments, Inc., an entity 100% owned and controlled by Reporting Person.

(3) Global Venture Investments, LLC is an entity 100% 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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