

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 Amount 1,500 (1)	D \$ 1.1148	256,629 (4)	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

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) 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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