

PEDEVCO CORP
Form 4
July 11, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	07/05/2016		G		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 1,195,403 (5) D
Common Stock						I	5,209 By The Peterson Family

Common Stock	36,668	I	Trust ⁽³⁾ By dependent children ⁽⁴⁾
--------------	--------	---	--

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

SEC 1474
(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	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)	\$ 0.22					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.