

PEDEVCO CORP
Form 4
April 29, 2016

FORM 4

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

OMB APPROVAL

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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)
01/27/2016

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 CFO

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 (A) or (D) Price			
Common Stock	01/27/2016		G	V 100,000 (5) D \$ 0.3	1,646,723	D	
Common Stock	04/28/2016		F	V 182,755 (1) D \$ 0.23	1,463,968 (2)	D	
Common Stock					5,209	I	By The Peterson Family Trust (3)
Common Stock					36,668	I	By dependent children (4)

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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 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 (Right to Buy)	\$ 30.24					02/02/2011	02/02/2021	Common Stock	2,977

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

PETERSON MICHAEL L
4125 BLACKHAWK PLAZA CIRCLE
SUITE 201
DANVILLE, CA 94506

President and CFO

Signatures

/s/ Clark Moore, Attorney
in Fact

04/29/2016

__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) Shares forfeited/withheld in lieu of payment of tax liability in connection with the vesting of 481,000 shares on April 28, 2016.
- (2) Reporting Persons' holdings include: 45,000; 223,125; 266,000; 180,000; 142,245 and 600,000 shares issued pursuant to restricted stock grants; 7,449 shares issued pursuant to debt conversion and 149 issued pursuant to a 2008 Blast stock grant.
- (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 Person's two dependent children.
- (5) Common stock shares were transferred pursuant to a charitable gift in a private transaction.

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