

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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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)
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)
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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 12/12/2016 | | G | V 50,000 ⁽¹⁾ D \$ 0.17 | 1,073,528 | D | |
| Common Stock | 12/28/2016 | | A | V 1,650,000 ⁽²⁾ A \$ 0.11 | 2,723,528 ⁽³⁾ | D | |
| Common Stock | | | | | 5,209 | I ⁽⁴⁾ | By The Peterson Family Trust |
| Common Stock | | | | | 36,668 | I ⁽⁵⁾ | By dependent children |

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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 | 01/07/2021 | 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 CEO

Signatures

/s/ Clark Moore, Attorney
in Fact

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 shares were transferred pursuant to a gift in a private transaction.
Common stock of Issuer granted to Reporting Person and subject to forfeiture as follows: (i) 50% of the shares on the six (6) month anniversary of the Grant Date; (ii) 30% on the twelve (12) month anniversary of the Grant Date; and (iii) 20% on the eighteen (18) month anniversary of the Grant Date, in each case subject to the Recipient being an employee of, or consultant to, the Company on such vesting date, and subject to the terms and conditions of a Restricted Stock Agreement.
- (3) Reporting Person's holdings include: 45,000, 198,750, 126,500, 115,000, 109,745, 470,935 and 1,650,000 shares all issued pursuant to restricted stock grants; 7,449 issued pursuant to debt conversion and 149 issued pursuant to a 2008 Blast Stock Grant.
- (4) Represents shares held by the Peterson Family Trust, a Trust owned 100% by Mr. Peterson and his spouse.
- (5) Represents shares of common stock 50% owned by each of Reporting Person's two dependent children.

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.