

Clark Moore
Form 4
December 29, 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 *
Clark Moore

2. Issuer Name and Ticker or Trading Symbol
PEDEVCO CORP [PED]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
4125 BLACKHAWK PLAZA
CIRCLE, SUITE 201

3. Date of Earliest Transaction (Month/Day/Year)
09/25/2017

____ Director _____ 10% Owner
____ Officer (give title below) _____ Other (specify below)
Executive VP

(Street)
DANVILLE, CA 94506

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 (D) Price | | | |
| Common Stock | 09/25/2017 | | G | V 40,000 (1) D \$ 0.2 | 106,943 | D | |
| Common Stock | 10/04/2017 | | G | V 40,617 (1) D \$ 0.593 | 66,326 | D | |
| Common Stock | 12/28/2017 | | A | V 260,000 (2) A \$ 0.3088 | 326,326 | D | |
| Common Stock | 12/28/2017 | | S | V 15,750 (3) D \$ 0.3086 | 310,576 (4) | D | |
| Common Stock | | | | | 5,734 | I (5) | By Minor 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 or Number of Shares |
| Incentive Stock Option (Right to Buy) | \$ 2.2 | | | | | 07/22/2017 | 07/01/2021 | Common Stock | 28,000 |
| Incentive Stock Option (Right to Buy) | \$ 3.7 | | | | | 07/01/2015 | 07/01/2020 | Common Stock | 27,000 |
| Incentive Stock Option (Right to Buy) | \$ 5.1 | | | | | 12/18/2012 | 06/18/2012 | Common Stock | 4,447 |
| Non-Qualified Stock Option (Right to Buy) | \$ 5.1 | | | | | 12/18/2012 | 06/18/2022 | Common Stock | 18,887 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Clark Moore
4125 BLACKHAWK PLAZA CIRCLE
SUITE 201
DANVILLE, CA 94506

Executive VP

Signatures

/s/Clark Moore

12/28/2017

**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).

(1) Common stock shares were transferred pursuant to a gift in a private transaction.

Common stock of Issuer granted to Reporting Person pursuant to Issuer's 2012 Equity Incentive Plan and subject to forfeiture as follows:

(2) (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.

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 December 28, 2017 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-13(d).

(4) Reporting Person's holdings include: 3,334 shares, 9,352 shares, 36,750 and 260,000 all issued pursuant to restricted stock grants and 1,140 remaining of Founders Stock.

(5) Represents 2,867 shares of the Issuer's common stock owned by each of Reporting Person's two minor children.

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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