

PETERSON MICHAEL L  
 Form 3  
 August 06, 2012

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL  
 OMB Number: 3235-0104  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
PETERSON MICHAEL L		(Month/Day/Year)	PEDEVCO CORP [BESV.OB]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
			(Check all applicable)	
4125 BLACKHAWK PLAZA			<input checked="" type="checkbox"/> Director	6. Individual or Joint/Group Filing(Check Applicable Line)
CIRCLE, SUITE 201A			<input checked="" type="checkbox"/> Officer	<input checked="" type="checkbox"/> Form filed by One Reporting Person
(Street)			(give title below)	<input type="checkbox"/> Form filed by More than One Reporting Person
DANVILLE, CA 94506			Exec VP and CFO	
(City)	(State)	(Zip)		

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	400,000 <sup>(1)</sup>	D	^
Common Stock	80,000 <sup>(2)</sup>	I <sup>(2)</sup>	By minor children
Common Stock	750,000 <sup>(3)</sup>	D	^
Common Stock	38,417 <sup>(7)</sup>	I <sup>(7)</sup>	The Peterson Family Trust

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Non Qualified Stock Option	03/01/2012	10/07/2021	Common Stock	300,000 (4)	\$ 0.08	D	Â
Non Qualified Stock Option	12/18/2012	06/18/2022	Common Stock	808,600 (5)	\$ 0.17	D	Â
Incentive Stock Option	12/18/2012	06/18/2022	Common Stock	191,400 (6)	\$ 0.17	D	Â
Non Qualified Stock Option	02/02/2011	02/02/2021	Common Stock	8,929	\$ 10.08 (8)	D	Â
Non Qualified Stock Option	09/30/2008	05/28/2018	Common Stock	1,340	\$ 22.4 (9)	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PETERSON MICHAEL L 4125 BLACKHAWK PLAZA CIRCLE SUITE 201A DANVILLE, CA 94506	Â X	Â	Â Exec VP and CFO	Â

## Signatures

/s/ Michael L.  
Peterson

08/06/2012

\*\*Signature of  
Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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 of Issuer granted to Reporting Person on October 7, 2011. Grant of restricted stock subject to forfeiture. 50,000 vested on June 1, 2012, 175,000 vests on December 1, 2012 and the final 175,000 vests on June 1, 2013, for so long as recipient remains an employee of, or consultant to, the Company.
  - (2) Shares of Issuer's Common Stock owned as to 40,000 shares by each of Reporting Person's two minor children for the benefit of such children.
  - (3) Common stock of Issuer granted to Reporting Person on February 9, 2012 pursuant to Issuer's 2012 Equity Incentive Plan and subject thereto. Grant of restricted stock subject to forfeiture. 50% becomes vested 6 mths from grant date, 20% vests at the one year anniversary, 20% at 18 mths and 10% at the two year anniversary, for so long as recipient remains an employee of, or consultant to, the Company.
  - (4) Non-Qualified option to purchase Common Stock of Issuer granted outside of Plan. Vesting at the rate of 50% on March 1, 2012; 25% on June 1, 2012 and 25% on January 1, 2013 subject to the terms and conditions of the Stock Option Agreement.

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- Non-Qualified options to purchase Common Stock of Issuer granted outside of Plan. Vesting at the rate of 50% on the 6 mth anniversary,
- (5) 20% on the one year anniversary, 20% at the 18 mth anniversary and 10% at the two year anniversary, for so long as the recipient remains an employee or, or consultant to, the Company and subject to the terms and conditions of the Stock Option Agreement.

- Incentive Stock Option to purchase Common Stock of Issuer granted pursuant to Issuer's 2012 Equity Incentive Plan and subject thereto.
- (6) Vesting at the rate of 50% on the 6 mth anniversary, 20% on the one year anniversary, 20% at 18 mths from grant date and 10% on the two year anniversary, for so long as the recipient remains an employee of, or consultant to, the Company and subject to the terms and conditions of the Stock Option Agreement.

- (7) Common stock of Issuer held by The Peterson Family Trust, of which Mr. Peterson is Trustee.

- Non-Qualified option to purchase Common Stock of Issuer granted to Reporting Person pursuant to Blast Energy Services, Inc. 2009
- (8) Stock Incentive Plan and subject thereto. Options are fully vested and exercisable for so long as the recipient remains an employee of, or consultant to, the Company.

- Non-Qualified option to purchase Common Stock of Issuer granted to Reporting Person pursuant to Verdisys, Inc. 2003 Stock Option
- (9) Plan and subject thereto. Options vested quarterly over three years and are fully vested and exercisable for so long as the recipient remains an employee of, or consultant to, the Company.

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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