

PEDEVCO CORP
Form 4
August 12, 2013

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 *
PETERSON MICHAEL L

(Last) (First) (Middle)
17 CANARY COURT
(Street)

DANVILLE, CA 94526

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
08/09/2013

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)
Exec VP 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Stock | 08/09/2013 | | A | V Amount 325,000 (1) | (A) or (D) Price \$ 3.75 | 699,116 (8) | D |
| Common Stock | | | | | | 12,806 | I |
| Common Stock | | | | | | 26,668 | I (2) |

By The Peterson Family Trust
By minor children

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

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SEC 1474 (9-02)

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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) | \$ 0.51 ⁽³⁾ | | | | | 12/18/2012 | 06/18/2022 | Common Stock | 63,800 ⁽³⁾ |
| Non-Qualified Stock Option (Right to Buy) | \$ 0.24 ⁽⁴⁾ | | | | | 03/01/2012 | 10/07/2021 | Common Stock | 100,000 ⁽⁴⁾ |
| Non-Qualified Stock Option (Right to Buy) | \$ 0.51 ⁽⁵⁾ | | | | | 12/18/2012 | 06/18/2022 | Common Stock | 269,530 ⁽⁵⁾ |
| Non-Qualified Stock Option (Right to Buy) | \$ 67.2 ⁽⁶⁾ | | | | | 09/20/2008 | 05/28/2018 | Common Stock | 447 ⁽⁶⁾ |
| Non-Qualified Stock Option (Right to Buy) | \$ 30.24 ⁽⁷⁾ | | | | | 02/02/2011 | 02/02/2021 | Common Stock | 2,977 ⁽⁷⁾ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| PETERSON MICHAEL L 17 CANARY COURT DANVILLE, CA 94526 | X | | Exec VP and CFO | |

Signatures

/s/ Clark Moore,
Attorney-in-fact

08/12/2013

__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).

- Common stock of Issuer granted to Reporting Person and subject to forfeiture as follows: 40% vests on 6-month anniversary of grant date; 15% vests on 18-month anniversary of grant date; 15% vests on 24-month anniversary of grant date; 15% vests on 30-month anniversary of grant date and the balance 15% vests on the 36-month anniversary of grant date for so long as recipient remains an employee of, or consultant to, the Company.
- (1) Represents 13,334 shares of the Issuer's common stock owned by each of the Reporting Persons' two minor children.
 - (2) Initial exercise price of \$0.17 and grant of 191,400 options adjusted pursuant to 1:3 stock split of April 23, 2013.
 - (3) Initial exercise price of \$0.08 and grant of 300,000 options adjusted pursuant to 1:3 stock split of April 23, 2013.
 - (4) Initial exercise price of \$0.17 and grant of 808,600 options adjusted pursuant to 1:3 stock split of April 23, 2013.
 - (5) Initial exercise price of \$22.40 and grant of 1,340 options adjusted pursuant to 1:3 stock split of April 23, 2013.
 - (6) Initial exercise price of \$10.08 and grant of 8,929 options adjusted pursuant to 1:3 stock split of April 23, 2013.
 - (7) Includes 250,000 shares and 116,667 shares issued pursuant to restricted stock agreements and 7,449 shares issued pursuant to a debt conversion.

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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