

PEDEVCO CORP  
Form 4  
January 08, 2016

**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)

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)  
01/07/2016

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 or Price		
Common Stock	08/18/2015		G		50,000 (1)	D	
Common Stock	12/31/2015		G		50,000 (1)	D	
Common Stock						I	By The Peterson Family Trust (2)
Common Stock						I	By dependent children (3)

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Common Stock    01/07/2016    A    600,000<sub>(4)</sub>    A    \$ 0.22    1,746,723 <sup>(5)</sup>    D

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

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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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable    Expiration Date	Title
Incentive Stock Option (Right to Buy)	\$ 0.22	01/07/2016		A	300,000 <u>(6)</u>	01/07/2016    01/07/2021	Common Stock
Incentive Stock Option (Right to Buy)	\$ 0.37					01/07/2015    01/07/2020	Common Stock
Incentive Stock Option (Right to Buy)	\$ 0.51					12/18/2012    06/18/2022	Common Stock
Non-Qualified Stock Option (Right to Buy)	\$ 0.24					03/01/2012    10/07/2021	Common Stock
Non-Qualified Stock Option (Right to Buy)	\$ 0.51					12/18/2012    06/18/2022	Common Stock
Non-Qualified Stock Option (Right to Buy)	\$ 67.2					09/20/2008    05/28/2018	Common Stock
Non-Qualified Stock Option (Right to Buy)	\$ 30.24					02/02/2011    02/02/2021	Common Stock

## Reporting Owners

Reporting Owner Name / Address

Relationships

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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

01/08/2016

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 Stock shares were transferred pursuant to a charitable gift in a private transaction.
- (2) Represents shares held by the Peterson Family Trust, a Trust owned 100% by Mr. Peterson and his spouse.
- (3) Represents shares of Issuer's common stock 50% owned by each of Reporting Person' two dependent children.

(4) 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.

(5) Reporting Persons' holdings includes: 160,000; 223,125; 216,000; 180,000, 325,000 and 600,000 shares issued pursuant to restricted stock grants; 35,000 balance of vested stock; 7,449 shares issued pursuant to debt conversion and 149 shares issued pursuant to a 2008 Blast Stock Grant.

(6) Incentive Stock Option granted to Reporting Person with vesting 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 of the Option being an employee of, or consultant to the Company on such vesting date, and subject to the terms and conditions of a Stock Option Agreement.

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.