

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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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)  
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 or (A)	Amount or Price		
Common Stock	12/12/2016		G	V	50,000 <sup>(1)</sup>	D	
Common Stock	12/28/2016		A	V	1,650,000 <sup>(2)</sup>	A	
Common Stock					5,209	I <sup>(4)</sup>	By The Peterson Family Trust
Common Stock					36,668	I <sup>(5)</sup>	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

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.

(2) 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.

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