

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 *
Clark Moore

(Last) (First) (Middle)
4125 BLACKHAWK PLAZA
CIRCLE
(Street)

DANVILLE, CA 94506

(City) (State) (Zip)

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

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

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)
Executive Vice President

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)
			Code	V Amount (1) or (D) Price			
Common Stock	08/09/2013		A	V 290,000 (1) A \$ 3.75	891,668 (6)	D	
Common Stock	08/08/2013		G	V 7,000 (7) D \$ 0.3	884,668	D	
Common Stock					33,334 (2)	I	By minor children (2)

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 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	44,467 ⁽³⁾
Non-Qualified Stock Option (Right to Buy)	\$ 0.51 ⁽⁴⁾							12/18/2012	06/18/2022	Common Stock	188,86 ⁽⁴⁾
Common Stock Warrant (Right to Buy)	\$ 5.25 ⁽⁵⁾							03/22/2013	03/22/2017	Common Stock	953 ⁽⁵⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Clark Moore 4125 BLACKHAWK PLAZA CIRCLE DANVILLE, CA 94506			Executive Vice President	

Signatures

/s/Clark Moore 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).

(1) Common stock of Issuer granted to Reporting Person on August 09, 2013. Grant of restricted stock subject to forfeiture. 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.

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- (2) Represents 16,667 shares of the Issuer's common stock owned by each of the Reporting Person's two minor children.
- (3) Initial exercise price of \$0.17 and grant of 133,400 options adjusted pursuant to 1:3 stock split of April 23, 2013.
- (4) Initial exercise price of \$0.17 and grant of 566,500 options adjusted pursuant to 1:3 stock split of April 23, 2013.
- (5) Initial exercise price of \$1.75 and issuance of 2,859 warrants adjusted pursuant to 1:3 stock split of April 23, 2013.
- (6) Includes 250,000 restricted stock grant and 1,555,000 balance of founders shares adjusted pursuant to the 1:3 stock split of April 23, 2013 to 83,334 and 518,334 shares respectively.
- (7) Reporting Person made a gift of 7000 shares in a private transaction.

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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