

PEDEVCO CORP  
Form 4  
September 11, 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, 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)  
09/10/2013

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V Amount (D) Price  |   |  |   |
| Common Stock                    | 09/10/2013                           |  | S                              | V <u>2,112</u> <sup>(1)</sup> D \$ 4.5                            | 874,556   | D  |   |
| Common Stock                    | 09/11/2013                           |  | S                              | V <u>3,222</u> <sup>(2)</sup> D \$ 4.5                            | 871,334 <sup>(3)</sup>  | D  |   |
| Common Stock                    |                                      |  |                                |   | 33,334  | I <sup>(4)</sup>   | 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)

number.

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

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

Clark Moore  
4125 BLACKHAWK PLAZA CIRCLE  
SUITE 201  
DANVILLE, CA 94506

Executive Vice President

## Signatures

/s/Clark Moore 09/11/2013

\*\*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) 2,112 shares were sold at \$4.50 per share pursuant to Reporting Person's Rule 10b5-1 Sales Plan established December 17, 2012 and administered by Oppenheimer and Co. Inc.

(2)

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3,222 shares were sold at \$4.50 per share pursuant to Reporting Person's Rule 10b5-1 Sales Plan established December 17, 2012 and administered by Oppenheimer and Co. Inc.

- (3) Includes 83,334 shares and 290,000 shares issued pursuant to restricted stock grants and 498,000 balance of founders stock.
- (4) Represents 16,667 shares of the Issuer's common stock owned by each of the Reporting Persons' two minor children.

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.