

PEDEVCO CORP  
Form 4  
January 11, 2017

**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)  
01/09/2017

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 Amount (A) or (D) Price			
Common Stock	01/09/2017		S	V <u>44,000</u> <sub>(1)</sub> D \$ 0.107	2,679,528	D	
Common Stock	01/10/2017		S	V <u>40,000</u> <sub>(1)</sub> D \$ 0.102	2,639,528	D	
Common Stock	01/11/2017		S	V <u>58,250</u> <sub>(1)</sub> D \$ 0.103	2,581,278 <sup>(4)</sup>	D	
Common Stock					5,209	I <sup>(2)</sup>	By The Peterson Family Trust
					36,668	I <sup>(3)</sup>	

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Common  
Stock

By  
dependent  
children

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			
	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

01/11/2017

\_\_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).
- Shares were sold pursuant to a 10b5-1 trading plan previously adopted by Reporting Person to satisfy Reporting Person's tax liability in connection with the January 1, 2017 and January 7, 2017 vesting of certain shares of restricted stock which were granted under the Company's 2012 Equity Incentive Plan, which grants were exempt from Section 16(b) pursuant to Rule 16b-13(d).
- (1) Represents shares held by the Peterson Family Trust, a trust owned 100% by Mr. Peterson and his spouse.
  - (2) Represents shares of common stock 50% owned by each of Reporting Person's two dependent children.
  - (3) Reporting Person's holdings include: 45,000, 198,750, 106,750, 115,000, 77,245, 380,935 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.

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