Ingriselli Frank C Form 4 December 29, 2017

#### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

30(h) of the Investment Company Act of 1940

OMB 3235-0287

**OMB APPROVAL** 

Number: January 31, Expires:

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Check this box if no longer subject to Section 16. Form 4 or

**SECURITIES** Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

may continue. See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* Ingriselli Frank C

(First) (Middle) (Last)

4125 BLACKHAWK PLAZA CIRCLE, SUITE 201

(Street)

(State)

12/28/2017

2. Issuer Name and Ticker or Trading Symbol

PEDEVCO CORP [PED]

3. Date of Earliest Transaction

(Month/Day/Year)

12/28/2017

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

Director 10% Owner Other (specify Officer (give title

below) Non-Executive Chairman

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ 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

DANVILLE, CA 94506

(City)

(Instr. 3)

Common

Stock

(Zip) 1.Title of 2. Transaction Date 2A. Deemed Security

(Month/Day/Year)

Execution Date, if (Month/Day/Year)

3. 4. Securities Acquired (A) Transactionor Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

(A) Code Amount 150,000

(1)

(D) Price \$ A  $304,460^{(2)}$ 

0.3088

5. Amount of Securities Beneficially Owned Following Reported

7. Nature of Ownership Indirect Form: Beneficial Direct (D) Ownership or Indirect (Instr. 4) (I)

Transaction(s) (Instr. 4) (Instr. 3 and 4)

D

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transactic<br>Code<br>(Instr. 8) | 5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) |                     |                    | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |                                     |
|---|---|--------------------------------------|---|--|---|---------------------|--------------------|---|-------------------------------------|
|   |   |                                      |   | Code V                                 | (A) (D)   | Date<br>Exercisable | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of Shares |
| Incentive<br>Stock Option<br>(Right to Buy)         | \$ 3.7  |                                      |   |  |   | 01/07/2015          | 04/30/2021         | Common<br>Stock   | 37,000                              |
| Non-Qualified<br>Stock Option<br>(Right to Buy)     | \$ 5.1  |                                      |   |  |   | 12/18/2012          | 04/30/2021         | Common<br>Stock   | 34,827                              |
| Incentive<br>Stock Option<br>(Right to Buy)         | \$ 5.1  |                                      |   |  |   | 12/18/2012          | 04/30/2021         | Common<br>Stock   | 4,254                               |

## **Reporting Owners**

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Ingriselli Frank C 4125 BLACKHAWK PLAZA CIRCLE SUITE 201 DANVILLE, CA 94506

Non-Executive Chairman

# **Signatures**

/s/ Frank
Ingriselli

\*\*Signature of Date

Reporting Person

# **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).
- Common stock of Issuer granted to Reporting Person pursuant to Issuer's 2012 Equity Incentive Plan and Issuer's Board of Directors

  Compensation Plan as Reporting Person's annual equity compensation grant. 100% of the shares will become vested and nonforfeitable on May 1, 2018 (Reporting Person's anniversary date as a non-employee Director of Issuer), for so long as Reporting Person remains a Director, an employee of, or consultant to Issuer and subject to the terms and conditions of a Restricted Shares Grant Agreement.
- (2) Reporting Person's holdings include: 13,371 held by spouse, 36,893 held directly, 14,546 and 150,000 pursuant to restricted stock grants and 89,650 vested shares held by Global Venture Investments, Inc., an entity 100% owned and controlled by Reporting Person.

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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