

PEDEVCO CORP
Form 4
February 10, 2015

FORM 4

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

OMB APPROVAL

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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)
02/09/2015

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 CFO

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 02/09/2015 | | S | V 24,375 (1) | D \$ 0.6021 | 1,420,598 | D |
| Common Stock | 02/10/2015 | | G | V 50,000 (5) | D \$ 0.24 | 1,346,223 (2) | D |
| Common Stock | | | | | | 5,209 | I By The Peterson Family Trust (3) |
| Common Stock | | | | | | 36,668 | I By dependent children (4) |

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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) | \$ 0.375 | | | | | 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 | 10/07/2021 | 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 | | | President and CFO | |

SUITE 201
DANVILLE, CA 94506

Signatures

/s/ Clark Moore, Attorney
in Fact

02/10/2015

__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).

All sales were sold pursuant to a 10b5-1 trading plan previously adopted by Reporting Person on December 15, 2014 to satisfy Reporting

(1) Person's tax liability in connection with the February 9, 2015 vesting of certain shares of restricted stock which were granted under the Company's 2012 Equity Incentive Plan, which grant was exempt from Section 16(b) pursuant to Rule 16b-3(d).

Reporting Person's holding includes 200,000; 223,125; 355,500; 200,000 and 325,000 shares issued pursuant to restricted stock grants;

(2) 35,000 balance of vested stock; 7,449 shares issued pursuant to debt conversion and 149 shares issued pursuant to a 2008 Blast Stock grant.

(3) Represents shares held by the Peterson Family Trust, a Trust owned 100% by Mr. Peterson and his spouse.

(4) Represents shares of Issuer's common stock 50% owned by each of Reporting Person's two dependent children.

(5) Common stock shares were transferred pursuant to a charitable gift 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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