

PEDEVCO CORP
Form 4
December 30, 2016

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)
12/28/2016

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)
Common Stock	12/28/2016		A	V A	Amount 1,050,000 (1) Price \$ 0.11	2,024,049 (2)	D
Common Stock					57,334	I (3)	By minor children

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

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(9-02)

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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)	\$ 0.22					01/07/2016	01/07/2021	Common Stock	280,000
Incentive Stock Option (Right to Buy)	\$ 0.37					01/07/2015	01/07/2020	Common Stock	270,000
Common Stock Warrant (Right to Buy)	\$ 2.34					12/16/2013	12/16/2017	Common Stock	1,906
Common Stock Warrant (Right to Buy)	\$ 5.25					03/22/2013	03/22/2017	Common Stock	953
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	188,860

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

12/30/2016

**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 and subject to forfeiture as follows: (i) 50% of the shares on the six (6) month anniversary of the Grant Date; (ii) 30% on the twelve (12) month anniversary of the Grant Date; and (iii) 20% on the eighteen (18) month anniversary of the Grant Date, in each case subject to the Recipient being an employee of, or consultant to, the Company on such vesting date and subject to the terms and conditions of a Restricted Stock Agreement.
- (2) Reporting Person's holdings include: 33,334 shares, 115,265 shares, 140,000 shares, 243,000, 431,050 and 1,050,000 shares all issued pursuant to restricted stock grants, and 11,400 shares remaining of Founders Stock.
- (3) Represents 28,667 shares of the Issuer's common stock owned by each of Reporting Person's 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.

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