

PEDEVCO CORP  
Form 4  
April 29, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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)  
01/27/2016

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)  
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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V Amount (A) or (D) Price   |   |  |   |
| Common Stock                    | 01/27/2016                           |  | G                              | V 100,000 (5) D \$ 0.3  | 1,646,723   | D  |   |
| Common Stock                    | 04/28/2016                           |  | F                              | V 182,755 (1) D \$ 0.23   | 1,463,968 (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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SEC 1474  
(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   | 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

Reporting Owners

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Director   10% Owner   Officer   Other

PETERSON MICHAEL L  
4125 BLACKHAWK PLAZA CIRCLE  
SUITE 201  
DANVILLE, CA 94506

President and CFO

## Signatures

/s/ Clark Moore, Attorney  
in Fact

04/29/2016

\_\_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) Shares forfeited/withheld in lieu of payment of tax liability in connection with the vesting of 481,000 shares on April 28, 2016.
- (2) Reporting Persons' holdings include: 45,000; 223,125; 266,000; 180,000; 142,245 and 600,000 shares issued pursuant to restricted stock grants; 7,449 shares issued pursuant to debt conversion and 149 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 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.

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