

Ingriselli Frank C
 Form 4
 May 10, 2018

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 *
 Ingriselli Frank C

(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)
 05/10/2018

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)
 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

| 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | 05/10/2018 | | A | V 80,000 (1) | (A) or (D) \$ 0.34 | 384,460 (2) | D |

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

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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 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 or Number of Shares |
| Incentive Stock Option (Right to Buy) | \$ 3.7 | | | | | 01/17/2017 | 04/30/2021 | Common Stock | 37,000 |
| Non-Qualified Stock Option (Right to Buy) | \$ 5.1 | | | | | 12/18/2012 | 04/30/2021 | Common Stock | 34,827 |
| Incentive Stock Option | \$ 5.1 | | | | | 12/18/2012 | 04/30/2021 | Common 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 05/10/2018

__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 pursuant to Issuer's 2012 Equity Incentive Plan. 75% of the shares will become vested and nonforfeitable on the six (6) month anniversary of June 1, 2018, and the balance 25% of the shares will become vested and nonforfeitable on the nine (9) month anniversary of June 1, 2018, in each case 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, 80,000, 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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