

SECURITIES & EXCHANGE COMMISSION EDGAR FILING

PEDEVCO CORP

Form: 4

Date Filed: 2017-12-29

Corporate Issuer CIK: 1141197

© Copyright 2017, Issuer Direct Corporation. All Right Reserved. Distribution of this document is strictly prohibited, subject to the terms of use.

FORM 4

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

OMB APPROVA	L
OMB Number:	3235-0287
Estimated average burden I	nours
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 or Section 30(h) of the Investment Company Act of 1940

(Print or Type F	Responses)																			
1. Name and A PETERSON		porting Person <u></u> L L						i d Ticke RP [PE		adin	g Symb	ol			Relationship of Reporting Person(s) to Issuer (Check all applicable) 10% Owner					
(Last) 4125 BLAC	KHAWK P	(First) LAZA CIRCLE,	(Middle) SUITE 201		ate of 28/2			ransact	ion (Mo	onth	/Day/Ye	ar)			X_ Officer (give title below) Other (specify below) President and CEO					
		(Street)		<u> </u>	4. If Amendment, Date Original FiledMonth/Day/Year)										Individual or Joint/Group Filing(Check Applicable Line) X_ Form filed by One Reporting Person Form filed by More than One Reporting Person					
DANVILLE,	CA 94506	(State)	(Zip)																	
1.Title of Secu	uit.	(Giaio)	2. Transaction	0.4	Table I - Non-Derivative Securities Acquired, Dispo 2A. Deemed 3. Transaction 4. Securities Acquired (A) 5. Amount of									•	-			7 Nature of		
(Instr. 3)		Date (Month/Day/Yea	Execution Da		Date, if Code (Instr.		•		or Disposed of (D) (Instr. 3, 4 and 5)		` '			unities beneficially Reported Transaction(s		6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
								Cod	e	V	Amou	nt	(A) or (D)	Price					(I) (Instr. 4)	
Common S	tock		12/28/2017					Α		٧	<u>(1)</u>			Ф 0.3088	4	,			D	
Common S	tock		12/28/2017					S		٧	24,75 (2)	U I	D	\$ 0.3086	561	,081 <u>(3)</u>			D	
Common S	tock														521	521			I	By The Peterson Family Trust (4)
Common S	tock														1,834			I	By dependent child ⁽⁵⁾	
Reminder: Rer	nort on a sena	arate line for each o	lass of securities be	enefici	ially c	wne	ed dire	ctly or i	ndirectl	v										
			Table						fo cquired	orm DMB d, D	are no contro	t red of nu	quired umber , or Be	l to respo eneficiall	ond u	tion of inform nless the for ned				EC 1474 (9-02)
1. Title of	2.	3. Transaction	3A. Deemed	(<i>e.</i> 4.	<i>.g.</i> , p	÷					s, conv xercisat			curities)	and A	Amount of	8 Price of	9. Number o	f 10.	11. Nature
Derivative Security (Instr. 3)			Execution Date, if	Trans Code		n [Deriva Securi Acquir	tive ties ed (A) oosed of	Expira (Mont	ation				Under				Derivative Securities Beneficially Owned Following Reported Transaction	Owners Form of Derivating Security Direct (I	hip of Indirect Beneficial Ownership (Instr. 4)
				Coc	de	V	(A)	(D)	Date Exerc	isab		opira ate	tion	Title		Amount or Number of Shares		(Instr. 4)	(Instr. 4)	
Incentive Stock Option (Right to Buy)	\$ 2.2								01/0	7/2	017 01	1/07	7/202	Com Sto	mon ock	30,000		30,000	D	
Incentive Stock Option (Right to Buy)	\$ 3.7								01/0	7/2	015 0 ⁻	1/07	7/202	Com Sto		32,500		32,500	D	
Incentive Stock Option (Right to Buy)	\$ 5.1								12/28	8/20	012 06	6/18	3/202	Com Sto		6,380		6,380	D	
Non- Qualified Stock Option (Right to Buy)	\$ 2.4								03/0	1/2	012 10	0/07	7/202	Com Sto	mon ock	10,000		10,000	D	

Non- Qualified Stock Option (Right to Buy)	\$ 5.1				12/18/2012	06/18/2022	Common Stock	26,954	26,954	D	
Non- Qualified Stock Option (Right to Buy)	\$ 672				09/20/2008	05/28/2018	Common Stock	45	45	D	
Non- Qualified Stock Option (Right to Buy)	\$ 302.4				02/02/2011	02/02/2021	Common Stock	298	298	D	

Reporting Owners

Demouting Owner Name / Address		Relationships									
Reporting Owner Name / Address	Director	10% Owner	Officer	Other							
PETERSON MICHAEL L											
4125 BLACKHAWK PLAZA CIRCLE			President and CEO								
SUITE 201			Fresident and GEO								
DANVILLE, CA 94506											

Signatures

/s/ Clark Moore, Attorney-In-Fact	12/29/2017
-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).
- Common stock of Issuer granted to Reporting Person pursuant to Issuer's 2012 Equity Incentive Plan and subject to forfeiture as follows: (i) 50% of the shares on the six (6) month anniversary of the (1) 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) Shares were sold pursuant to a 10b5-1 trading plan previously adopted by Reporting Person to satisfy Reporting Person's tax liability in connection with the December 28, 2017 vesting of certain shares of restricted stock which were granted under the Company's 2012 Equity Incentive Plan, which grants were exempt from Section 16(b) pursuant to Rule 16b-13(d).
- (3) Reporting Person's holdings include: 4,500; 18,875; 8,700; 8,500; 7,725; 3,021; 99,000 and 410,000 shares all issued pursuant to restricted stock grants; 745 issued pursuant to debt conversion and 15 pursuant to a 2008 Blast Stock Grant.
- (4) Represents shares held by The Peterson Family Trust, a trust owned 100% by Mr. Peterson and his spouse.
- (5) Represents shares held by Reporting Person's dependent child.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287

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 or Section 30(h) of the Investment Company Act of 1940

Print or Type F	(esponses)																	
Name and Address of Reporting Person PETERSON MICHAEL L				Issuer Name and Ticker or Trading Symbol PEDEVCO CORP [PED] Date of Earliest Transaction (Month/Day/Year)										5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner				
(Last) 4125 BLAC	KHAWK PI	(First) LAZA CIRCLE,	(Middle) SUITE 201	 Date 12/28/ 			ransacti	ion (Month	/Day/	Year)			X_ Officer (give title below) Other (specify below) President and CEO					
		(Street)			_		ate Origi	inal Fileфм	lonth/Dr	w/Voor)			6 Ir	ndividual or lo	oint/Group F	iling(Check Applic	abla Lina)	
DANVILLE,	CA 94506			4. II AII	criai	nont, De	ate Origi	mai i neqiii	ionti i De	iy/ rear)			_X_1	Form filed by One	Reporting Pers	on	able Lille)	
(City)		(State)	(Zip)				Tab	ole I - Non	-Deriv	vative	Secur	ities Acc	uired	, Disposed o	f, or Benef	icially Owned		
1.Title of Security (Instr. 3)		2. Transaction Date (Month/Day/Yea	Execur) any	2A. Deemed Execution Da any (Month/Day/Y		3. Trans Code (Instr. 8	3)	4. Securities Acquir or Disposed of (D) (Instr. 3, 4 and 5)					urities Beneficially Reported Transaction(s;			Beneficial Ownership		
Common St	ock		12/28/2017				Α	V	410 (1)	,000	Α	\$ 0.3088	585,	831		C)	
Common St	ock		12/28/2017				S	٧	24,7 <u>(2)</u>	750	1)	\$ 0.3086	561,	081 ⁽³⁾		C		
Common St	ock												521			I		By The Peterson Family Trust ⁽⁴⁾
Common St	ock												1,83	4		I		By dependent child ⁽⁵⁾
Reminder: Rep	ort on a sepa	arate line for each c	lass of securities be	neticiali	/ OWI	nea aire	ctly or ir											
											-					tained in this a currently va		C 1474 (9-02)
											umber.		Jila ui	iless the lon	ii uispiays	a currently va	iliu	
			Table					cquired, D its, option	-				y Owr	ied				
1. Title of	2.	3. Transaction	3A. Deemed	1.	put	5. Nun		6. Date E					and A	Amount of	8 Price of	9. Number of	10.	11. Nature
Derivative		Date	Execution Date, if		ion	Deriva		Expiration			ariu				Derivative			ip of Indirect
Security	or Exercise	(Month/Day/Year)		Code		Securi		(Month/D				(Instr.				Securities	Form of	Beneficial
(Instr. 3)	Price of		(Month/Day/Year)	Instr. 8)		Acquir	. ,									Beneficially	Derivativ	
	Derivative Security					or Disp (D)	oosed of									Owned Following	Security: Direct (D	
	Occurry					(Instr.	3, 4,									Reported Transaction(s)	or Indirec	
						and 5)												
								Date		Expira	ation			Amount or		(Instr. 4)	(Instr. 4)	
				Codo	V	(4)	(D)	Exercisat	ole	Date	ation	Title		Number of Shares				
Incentive				Code	+ ^v	(A)	(D)							Snares				
Stock Option (Right to Buy)	\$ 2.2							01/07/2	:017	01/07	7/202	1 Com Sto		30,000		30,000	D	
Incentive Stock Option (Right to Buy)	\$ 3.7							01/07/2	015	01/07	7/202	O Com Sto		32,500		32,500	D	
Incentive Stock Option (Right to Buy)	\$ 5.1							12/28/2	:012	06/18	8/202	2 Com Sto		6,380		6,380	D	
Non- Qualified Stock Option (Right to Buy)	\$ 2.4							03/01/2	012	10/07	7/202	1 Com Sto		10,000		10,000	D	

Non- Qualified Stock Option (Right to Buy)	\$ 5.1				12/18/2012	06/18/2022	Common Stock	26,954	26,954	D	
Non- Qualified Stock Option (Right to Buy)	\$ 672				09/20/2008	05/28/2018	Common Stock	45	45	D	
Non- Qualified Stock Option (Right to Buy)	\$ 302.4				02/02/2011	02/02/2021	Common Stock	298	298	D	

Reporting Owners

Demouting Owner Name / Address		Relationships									
Reporting Owner Name / Address	Director	10% Owner	Officer	Other							
PETERSON MICHAEL L											
4125 BLACKHAWK PLAZA CIRCLE			President and CEO								
SUITE 201			Fresident and GEO								
DANVILLE, CA 94506											

Signatures

/s/ Clark Moore, Attorney-In-Fact	12/29/2017
-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).
- Common stock of Issuer granted to Reporting Person pursuant to Issuer's 2012 Equity Incentive Plan and subject to forfeiture as follows: (i) 50% of the shares on the six (6) month anniversary of the (1) 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) Shares were sold pursuant to a 10b5-1 trading plan previously adopted by Reporting Person to satisfy Reporting Person's tax liability in connection with the December 28, 2017 vesting of certain shares of restricted stock which were granted under the Company's 2012 Equity Incentive Plan, which grants were exempt from Section 16(b) pursuant to Rule 16b-13(d).
- (3) Reporting Person's holdings include: 4,500; 18,875; 8,700; 8,500; 7,725; 3,021; 99,000 and 410,000 shares all issued pursuant to restricted stock grants; 745 issued pursuant to debt conversion and 15 pursuant to a 2008 Blast Stock Grant.
- (4) Represents shares held by The Peterson Family Trust, a trust owned 100% by Mr. Peterson and his spouse.
- (5) Represents shares held by Reporting Person's dependent child.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.