

PEDEVCO CORP  
Form 4  
July 11, 2016

**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)  
07/07/2016

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 CEO

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 or Price   |  |   |
| Common Stock                    | 07/05/2016                           |  | G                              |   | 100,000<br>(1)  | D  | \$ 0.23 1,363,968                                     |
| Common Stock                    | 07/07/2016                           |  | S                              | V   | 68,565<br>(2)   | D  | \$ 0.249 1,295,403                                    |
| Common Stock                    | 07/08/2016                           |  | S                              | V   | 50,000<br>(2)   | D  | \$ 0.251 1,245,403                                    |
| Common Stock                    | 07/11/2016                           |  | S                              | V   | 50,000<br>(2)   | D  | \$ 0.2313 1,195,403<br>(5)                            |
| Common Stock                    |                                      |  |                                |   |   | I  | 5,209 By The Peterson Family                          |

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|              |        |   |  |
|--------------|--------|---|--|
| Common Stock | 36,668 | I | Trust <sup>(3)</sup><br>By dependent children <sup>(4)</sup> |
|--------------|--------|---|--|

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)

| 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 of 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                 | \$ 30.24   |                                      |  |                                |   | 02/02/2011      02/02/2021                               | Common Stock      2,977                                       |

