

PEDEVCO CORP  
Form 4  
December 10, 2014

**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)  
12/10/2014

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)  
CEO and Chairman

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock                    | 12/10/2014                           |  | A                              | V<br>(A) or (D)<br>A  | 8,000<br>\$<br>0.63   | 2,050,191 <sup>(2)</sup>                                 | D                                 |

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)**

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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 | 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 Shares |
| Common Stock Warrant (Right to Buy)        | \$ 2.34  |                                      |  |                     |   | 12/16/2013   | 12/16/2017  | Common Stock | 38,000               |
| Common Stock                               | \$ 2.25  | 12/09/2014                           |  | J <sup>(4)</sup>    | 334   | 01/03/2012   | 10/31/2014  | Common Stock | 334                  |
| Common Stock Warrant (Right to Buy)        | \$ 5.25  |                                      |  |                     |   | 03/22/2013   | 03/22/2017  | Common Stock | 19,000               |
| Non-Qualified Stock Option (Right to Buy)  | \$ 0.51  |                                      |  |                     |   | 12/18/2012   | 06/18/2022  | Common Stock | 348,200              |
| Incentive Stock Option (Right to Buy)      | \$ 0.51  |                                      |  |                     |   | 12/18/2012   | 06/18/2022  | Common Stock | 42,500               |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                  |       |
|--|---------------|-----------|------------------|-------|
|  | Director      | 10% Owner | Officer          | Other |
| Ingriselli Frank C<br>4125 BLACKHAWK PLAZA CIRCLE<br>SUITE 201<br>DANVILLE, CA 94506 | X             |           | CEO and Chairman |       |

## Signatures

/s/ Clark Moore, Attorney  
in Fact 12/10/2014

\*\*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) Reporting person purchased shares in an open market purchase, and short-swing profits will be disgorged to the Issuer to the extent required.

Reporting Person's holding includes 166,667 shares, 540,000 shares and 347,500 balance shares issued pursuant to restricted stock grants, (2) 40,123 shares issued pursuant to an option exercise, 718,334 and 1,890 transferred from Global Venture Investments, LLC; 27,677 shares remaining from Founders stock grant; 190,000 acquired in private transactions and 18,000 acquired in open market purchases.

(3) Global Venture Investments, LLC is an entity 100% owned and controlled by Reporting Person.

(4) This common stock warrant expired on 10/31/2014.

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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