

PETERSON MICHAEL L  
 Form 4  
 October 11, 2017

**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 \*  
 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)  
 09/07/2017

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) |                                  |
|---------------------------------|--------------------------------------|--|--------------------------------|---|-----------------|---|--|---|----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Amount or Price |   |  |   |                                  |
| Common Stock                    | 09/07/2017                           |  | G                              | V   | 20,000 (1)      | D \$ 0.25   | 177,331  | D   |                                  |
| Common Stock                    | 10/09/2017                           |  | S                              | V   | 1,500 (2)       | D \$ 0.3908   | 175,831 (3)  | D   |                                  |
| Common Stock                    |                                      |  |                                |   |                 |   | 521  | I   | By The Peterson Family Trust (4) |
| Common Stock                    |                                      |  |                                |   |                 |   | 1,834  | I   | By dependent child (5)           |

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

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(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 or Number of Shares |
| Incentive Stock Option (Right to Buy)      | \$ 2.2   |                                      |  |                                |   | 01/07/2017   | 01/07/2021  | Common Stock | 30,000                     |
| Incentive Stock Option (Right to Buy)      | \$ 3.7   |                                      |  |                                |   | 01/07/2015   | 01/07/2020  | Common Stock | 32,500                     |
| Incentive Stock Option (Right to Buy)      | \$ 5.1   |                                      |  |                                |   | 12/18/2012   | 06/18/2022  | Common Stock | 6,380                      |
| Non-Qualified Stock Option (Right to Buy)  | \$ 2.4   |                                      |  |                                |   | 03/01/2012   | 10/07/2021  | Common Stock | 10,000                     |
| Non-Qualified Stock Option (Right to Buy)  | \$ 5.1   |                                      |  |                                |   | 12/18/2012   | 06/18/2022  | Common Stock | 26,954                     |
| Non-Qualified Stock Option (Right to Buy)  | \$ 672   |                                      |  |                                |   | 09/20/2008   | 05/28/2018  | Common Stock | 45                         |
| Non-Qualified Stock Option (Right to Buy)  | \$ 302.4   |                                      |  |                                |   | 02/02/2011   | 02/02/2021  | Common Stock | 298                        |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                   |       |
|--|---------------|-----------|-------------------|-------|
|  | Director      | 10% Owner | Officer           | Other |
| PETERSON MICHAEL L<br>4125 BLACKHAWK PLAZA CIRCLE<br>SUITE 201<br>DANVILLE, CA 94506 |               |           | President and CEO |       |

## Signatures

/s/ Clark Moore,  
Attorney-In-Fact  
10/11/2017

\_\_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).
- (1) Common stock shares were transferred pursuant to a gift in a private transaction.  
Shares were sold pursuant to a 10b5-1 trading plan previously adopted by Reporting Person with respect to the sale of shares which
- (2) vested on October 8, 2017 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; 7725; 3,021 and 123,750 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.