

PEDEVCO CORP
Form 4
July 10, 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 *
Clark Moore

(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)
07/01/2017

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)
Executive VP

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) Price			
Common Stock	07/07/2017		S	V 5,500 (1) D	\$ 0.6126 148,781	D	
Common Stock	07/07/2017		S	V 300 (1) D	\$ 0.608 148,481	D	
Common Stock	07/10/2017		S	V 1,538 (1) D	\$ 0.6128 146,943 (2)	D	
Common Stock					5,734	I (3)	By Minor Children

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 or Number of Shares
Incentive Stock Option (Right to Buy)	\$ 2.2					07/22/2017	07/01/2021	Common Stock	28,000
Incentive Stock Option (Right to Buy)	\$ 3.7					07/01/2015	07/01/2020	Common Stock	27,000
Common Stock Warrant (Right to Buy)	\$ 23.4					12/16/2013	12/16/2017	Common Stock	191
Incentive Stock Option (Right to Buy)	\$ 5.1					12/18/2012	06/18/2022	Common Stock	4,447
Non-Qualified Stock Option (Right to Buy)	\$ 5.1					12/18/2012	06/18/2022	Common Stock	18,887

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Clark Moore 4125 BLACKHAWK PLAZA CIRCLE, SUITE 201 DANVILLE, CA 94506			Executive VP	

Signatures

/s/Clark Moore

07/10/2017

**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).

Shares were sold pursuant to a 10b5-1 trading plan previously adopted by Reporting Person with respect to the sales of shares which

- (1) vested July 1, 2017 and July 7, 2017 and 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).
- (2) Reporting Person's holdings include: 3,334 shares, 9,352 shares, 3,500 shares, 21,600, 29,267 and 78,750 shares all issued pursuant to restricted stock grants and 1,140 remaining of Founders Stock.
- (3) Represents 2,867 shares of the Issuer's common stock owned by each of Reporting Person's two minor children.

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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