

PEDEVCO CORP
Form 4
July 07, 2016

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)
07/05/2016

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)
Non-Executive 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: Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	01/27/2016		G		200,000 (1)	D	\$ 0.003 2,408,441 D
Common Stock	03/03/2016		G		93,418 (2)	D	\$ 0.003 2,315,023 D
Common Stock	04/08/2016		G		70,401 (2)	D	\$ 0.003 2,244,622 D
Common Stock	07/05/2016		A		81,290 (3)	A	\$ 0.22 2,325,912 (4) D

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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	A
Incentive Stock Option (Right to Buy)	\$ 0.22	07/05/2016		E	280,000 (3)	01/07/2016	01/07/2021	Common Stock	8
Incentive Stock Option (Right to Buy)	\$ 0.37					01/07/2015	01/07/2020	Common Stock	3
Common Stock Warrant (Right to Buy)	\$ 2.34					12/16/2013	12/16/2017	Common Stock	3
Common Stock Warrant (Right to Buy)	\$ 5.25					03/22/2013	03/22/2017	Common Stock	1
Non-Qualified Stock Option (Right to Buy)	\$ 0.51					12/18/2012	06/18/2022	Common Stock	3
Incentive Stock Option (Right to Buy)	\$ 0.51					12/18/2012	06/18/2022	Common Stock	4

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ingriselli Frank C 4125 BLACKHAWK PLAZA CIRCLE SUITE 201 DANVILLE, CA 94506	X			Non-Executive Chairman

Signatures

/s/ Clark Moore, Attorney
in Fact

07/07/2016

__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 charitable gift in a private transaction.

(2) Common stock shares were transferred to a family member pursuant to a gift in a private transaction.

(3) The Reporting Person affected a cashless exercise of the Incentive Stock Option in full, surrendering 198,710 option shares valued at the fair market value of \$0.31 per share as calculated under the Issuer's 2012 Equity Incentive Plan, and was issued a net of 81,290 shares of Issuer common stock.

(4) Reporting Person's holding includes 400,000 shares held by his spouse, 429,412 fully vested shares held directly and 1,496,500 fully vested shares held by Global Venture Investments, Inc., an entity 100% owned and controlled by Reporting Person.

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

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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