

PETERSON MICHAEL L
Form 4
December 29, 2017

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

2. Issuer Name and Ticker or Trading Symbol
PEDEVCO CORP [PED]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
4125 BLACKHAWK PLAZA
CIRCLE, SUITE 201

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/28/2017

____ Director _____ 10% Owner
____ Officer (give title below) _____ Other (specify below)
President and CEO

DANVILLE, CA 94506

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

(City) (State) (Zip)

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 (A) or (D) Price			
Common Stock	12/28/2017		A	V 410,000 (1) A \$ 0.3088	585,831	D	
Common Stock	12/28/2017		S	V 24,750 (2) D \$ 0.3086	561,081 (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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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					12/28/2012	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

