PEDEVCO CORP
Form 4
August 27, 2014

# FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**
**Washington, D.C. 20549**

**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

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).

(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)
08/25/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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) |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 08/25/2014 | | A | V | 170,000 (1) | A | $ 1.87 | 2,035,691 (2) | 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)**

| 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 Number Shares |
| Common Stock Warrant (Right to Buy) | $ 2.34 | | | | | | | 12/16/2013 | 12/16/2017 | Common Stock | 38,096 |
| Common Stock Warrant (Right to Buy) | $ 2.25 | | | | | | | 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 | 19,048 |
| Non-Qualified Stock Option (Right to Buy) | $ 0.51 | | | | | | | 12/18/2012 | 06/18/2022 | Common Stock | 348,26 |
| Incentive Stock Option (Right to Buy) | $ 0.51 | | | | | | | 12/18/2012 | 06/18/2022 | Common Stock | 42,533 |

# 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 President | |

# Signatures

| /s/ Clark Moore, Attorney in Fact | 08/27/2014 |
|---|---|
| **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)** This transaction, which constituted the purchase in a private transaction of 170,000 shares of the issuer's common stock, is matchable under Section 16(b) of the Securities Exchange Act of 1934, as amended, with Mr. Ingriselli's sale of 9,000 shares of common stock at $2.0264 per share on July 1, 2014 pursuant to a Rule 10b-1 plan established on September 30, 2013. As a result, Mr. Ingriselli has agreed to pay the issuer $1,408, representing the full amount of the profit realized by Mr. Ingriselli in connection with the short-swing transaction.

**(2)** Reporting Person's holding includes 166,667 shares, 540,000 shares and 351,000 balance shares issued pursuant to restricted stock grants, 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 and 20,000 and 170,000 shares acquired in private transactions.

**(3)** 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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