PEDEVCO CORP Form 4

December 18, 2013

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

OMB 3235-0287 Number:

Expires:

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, 2005

Section 16. Form 4 or Form 5 obligations

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

burden hours per response... 0.5

Estimated average

OMB APPROVAL

may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Ingriselli Frank C

(Last)

Symbol

PEDEVCO CORP [PED]

(Check all applicable)

4125 BLACKHAWK PLAZA

(First)

(Street)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year)

_X__ Director 10% Owner X_ Officer (give title Other (specify

CEO and President

12/16/2013

below)

below)

CIRCLE, SUITE 201

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

DANVILLE, CA 94506

(City) (State) (Zip) 2. Transaction Date 2A. Deemed Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

(Month/Day/Year) Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

Code V Amount

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct (D) or Indirect (I) (Instr. 4)

Beneficial Ownership (Instr. 4)

Indirect

(A) or (D)

Transaction(s) (Instr. 3 and 4)

Common

Stock

1,509,691 (1)

Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Trans Code (Instr.		5. Number nDerivative Securities Acquired or Dispos (D) (Instr. 3, 4 and 5)	e (A) ed of	6. Date Exerci Expiration Dat (Month/Day/Y	e	7. Title and A Underlying S (Instr. 3 and	Secui
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	An Nu Sha
Common Stock Warrant (Right to Buy)	\$ 2.34	12/16/2013		A	V	38,096 (2)		12/16/2013	12/16/2018	Common Stock	3
Common Stock Warrant (Right to Buy)	\$ 2.25							01/03/2012	10/31/2014	Common Stock	
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	34
Incentive Stock Option (Right to Buy)	\$ 0.51							12/18/2012	06/18/2022	Common Stock	4:

Reporting Owners

Reporting Owner Name / Address	Relationships						
coporting of the reality reality	Director	10% Owner	Officer	Other			
Ingriselli Frank C 4125 BLACKHAWK PLAZA CIRCLE SUITE 201 DANVILLE, CA 94506	X		CEO and President				
Signatures							

/s/ Clark Moore, Attorney in Fact	12/18/2013		
**Signature of Reporting Person	Date		

Reporting Owners 2

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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).
 - Reporting Persons holding includes 166,667 shares and 450,000 shares issued pursuant to restricted stock grants, 40,123 shares issued
- (1) pursuant to an option exercise, 793,334 and 1890 transferred from Global Venture Investments, LLC, and 57,677 shares remaining from Founder's stock grant.
- (2) Warrant to purchase common stock of Issuer granted to Reporting Person as consideration for Bridge Note amendment and deferral.
- (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. 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.