PEDEVCO CORP Form 4 January 03, 2017

FORM 4

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

Check this box if no longer subject to Section 16.
Form 4 or

Section 2 Section 2 Section 3 Section 4 or

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

1(b).

Form 5

obligations

may continue.

See Instruction

(Print or Type Responses)

1. Name and Address of Reporting Person *

Overholtzer Gregory L Issuer Symbol PEDEVCO CORP [PED] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X_ Officer (give title Other (specify 4125 BLACKHAWK PLAZA 01/03/2017 below) below) CIRCLE, SUITE 201A Chief Financial Officer

2. Issuer Name and Ticker or Trading

(Street)
4. If Amendment, Date Original
6. Individual or Joint/Group Filing(Check
Filed(Month/Day/Year)

Applicable Line)

Y. Form filed by One Penorting Person

DANVILLE, CA 94506

Piled(Month/Day/Year)

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 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Direct Beneficial (Month/Day/Year) (Instr. 8) Owned (D) or Ownership Indirect (I) Following (Instr. 4) Reported (Instr. 4) (A) Transaction(s) (Instr. 3 and 4) V Amount (D) Price

Common Stock 01/03/2017 Stock Code V Amount (D) Price (first 3 and 4)

S V 7,750 D \$ 83,166 (2) D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474

(9-02)

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

OMB APPROVAL

Expires:

response...

5. Relationship of Reporting Person(s) to

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

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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. Transactio Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		e	7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Incentive Stock Option (Right to Buy)	\$ 0.11					12/28/2016	12/28/2021	Common	600,00
Non-Qualified Stock Option (Right to Buy)	\$ 0.3					02/09/2012	02/08/2022	Common	11,000
Incentive Stock Option (Right to Buy)	\$ 0.51					06/18/2012	06/18/2022	Common	116,66
Incentive Stock Option (Right to Buy)	\$ 0.37					01/07/2015	01/07/2020	Common Stock	50,000
Incentive Stock Option (Right to Buy)	\$ 0.22					01/07/2016	01/07/2021	Common Stock	150,00

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		

Overholtzer Gregory L

4125 BLACKHAWK PLAZA CIRCLE, SUITE 201A Chief Financial Officer

DANVILLE, CA 94506

Signatures

/s/ Clark Moore, Attorney in Fact 01/03/2017

**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).
- (1) Shares were sold pursuant to a 10b5-1 trading plan previously adopted by Reporting Person to satisfy Reporting Person's tax liability in connection with the January 1, 2017 vesting of certain shares of restricted stock which were granted under the Company's 2012 Equity

Reporting Owners 2

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Incentive Plan, which grants were exempt from Section 16(b) pursuant to Rule 16b-13(d).

(2) Reporting Person's holdings include: 34,416 and 48,750 shares issued pursuant to restricted stock grants.

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.