

PEDEVCO CORP  
Form 4  
August 12, 2013

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
PETERSON MICHAEL L

(Last) (First) (Middle)  
17 CANARY COURT  
(Street)  
DANVILLE, CA 94526  
(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/09/2013

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)  
Exec VP and CFO

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 Indirect Ownership (Instr. 4)
Common Stock	08/09/2013		A	V Amount 325,000 (1)	(A) or (D) Price \$ 3.75	699,116 (8)	D
Common Stock					12,806	I	By The Peterson Family Trust
Common Stock					26,668	I (2)	By minor children

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**

SEC 1474 (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)

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 of Shares
Incentive Stock Option (Right to Buy)	\$ 0.51 <sup>(3)</sup>					12/18/2012	06/18/2022	Common Stock	63,800 <sup>(3)</sup>
Non-Qualified Stock Option (Right to Buy)	\$ 0.24 <sup>(4)</sup>					03/01/2012	10/07/2021	Common Stock	100,000 <sup>(4)</sup>
Non-Qualified Stock Option (Right to Buy)	\$ 0.51 <sup>(5)</sup>					12/18/2012	06/18/2022	Common Stock	269,530 <sup>(5)</sup>
Non-Qualified Stock Option (Right to Buy)	\$ 67.2 <sup>(6)</sup>					09/20/2008	05/28/2018	Common Stock	447 <sup>(6)</sup>
Non-Qualified Stock Option (Right to Buy)	\$ 30.24 <sup>(7)</sup>					02/02/2011	02/02/2021	Common Stock	2,977 <sup>(7)</sup>

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PETERSON MICHAEL L 17 CANARY COURT DANVILLE, CA 94526	X		Exec VP and CFO	

## Signatures

/s/ Clark Moore,  
Attorney-in-fact

08/12/2013

\_\_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).

- Common stock of Issuer granted to Reporting Person and subject to forfeiture as follows: 40% vests on 6-month anniversary of grant date; 15% vests on 18-month anniversary of grant date; 15% vests on 24-month anniversary of grant date; 15% vests on 30-month anniversary of grant date and the balance 15% vests on the 36-month anniversary of grant date for so long as recipient remains an employee of, or consultant to, the Company.
- (1) Represents 13,334 shares of the Issuer's common stock owned by each of the Reporting Persons' two minor children.
  - (2) Initial exercise price of \$0.17 and grant of 191,400 options adjusted pursuant to 1:3 stock split of April 23, 2013.
  - (3) Initial exercise price of \$0.08 and grant of 300,000 options adjusted pursuant to 1:3 stock split of April 23, 2013.
  - (4) Initial exercise price of \$0.17 and grant of 808,600 options adjusted pursuant to 1:3 stock split of April 23, 2013.
  - (5) Initial exercise price of \$22.40 and grant of 1,340 options adjusted pursuant to 1:3 stock split of April 23, 2013.
  - (6) Initial exercise price of \$10.08 and grant of 8,929 options adjusted pursuant to 1:3 stock split of April 23, 2013.
  - (7) Includes 250,000 shares and 116,667 shares issued pursuant to restricted stock agreements and 7,449 shares issued pursuant to a debt conversion.

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.