

PETERSON MICHAEL L
 Form 4
 June 29, 2018

FORM 4

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

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).

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)
 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)
 06/28/2018

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)
 Contractor

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 Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	06/28/2018		S	V 119,000 (1) D \$ 2.9562	442,081	D	
Common Stock					521	I	By The Peterson Family Trust (2)
Common Stock					1,834	I	By dependent child (3)

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

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(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 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					12/28/2012	06/18/2022	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)	\$ 302.4					02/02/2011	02/02/2021	Common Stock	298

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PETERSON MICHAEL L 4125 BLACKHAWK PLAZA CIRCLE				Contractor

SUITE 201
DANVILLE, CA 94506

Signatures

/s/ Clark Moore,
Attorney-In-Fact

06/29/2018

__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).

Shares were sold pursuant to a 10b5-1 trading plan previously adopted by Reporting Person to satisfy Reporting Person's tax liability in

(1) connection with the June 28, 2018 vesting of certain shares of restricted stock which were granted under the Company's 2012 Equity Incentive Plan, which grants were exempt from Section 16(b) pursuant to Rule 16b-13(d).

(2) Represents shares held by The Peterson Family Trust, a trust owned 100% by Mr. Peterson and his spouse.

(3) Represents shares held by Reporting Person's dependent child.

Remarks:

Mr. Peterson resigned from his position as Chief Executive Officer and President as of May 31, 2018.

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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