

PEDEVCO CORP

Form 4

November 16, 2016

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(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)
11/14/2016

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)

Non-Executive Chairman

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)
Common Stock	11/14/2016		S V	Amount 34,100 (1) D Price \$ 0.1321	2,291,812	D	
Common Stock	11/15/2016		S V	Amount 28,787 (1) D Price \$ 0.1249	2,263,025	D	
Common Stock	11/16/2016		S V	Amount 3,408 (1) D Price \$ 0.1205	2,259,617 (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**

SEC 1474
(9-02)

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 Shares
Incentive Stock Option (Right to Buy)	\$ 0.37							01/07/2015	01/07/2020	Common Stock	370,000
Common Stock Warrant (Right to Buy)	\$ 2.34							12/16/2013	12/16/2017	Common Stock	38,096
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	348,260
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 4125 BLACKHAWK PLAZA CIRCLE SUITE 201 DANVILLE, CA 94506	X			Non-Executive Chairman

Signatures

/s/ Clark Moore, Attorney
in Fact

11/16/2016

__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) Reporting Person's spouse sold shares held in her name in open market transactions.
 - (2) Reporting Person's holding includes 333,705 shares held by spouse, 429,412 fully vested shares held directly and 1,496,500 fully vested shares held by Global Venture Investments, Inc., an entity 100% owned and controlled by Reporting Person.
 - (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.