

PEDEVCO CORP
Form 4
August 12, 2013

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 *
Ingriselli Frank C

(Last) (First) (Middle)
250 EAST HARTSDALE AVE
(Street)

HARTSDALE, NY 10530

(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)
CEO and President

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	08/09/2013		A		450,000 (1)	A	\$ 3.75
Common Stock					751,135 (6)	D	
					795,224 (2)	I	
							BY Global Venture Investments LLC (2)

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

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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 Security (Instr. 3 and 4)
				Code V (A) (D)		Date Exercisable Expiration Date	Title Am Num Sha
Common Stock Warrant (Right to Buy)	\$ 2.25					01/03/2012 10/31/2014	Common Stock 3
Common Stock Warrant (Right to Buy)	\$ 5.25	03/22/2013		P	19,048	03/22/2013 03/22/2017	Common Stock 19
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 42

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ingriselli Frank C 250 EAST HARTSDALE AVE HARTSDALE, NY 10530	X		CEO and President	

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).
- (1) Common stock of Issuer granted to Reporting Person on August 9, 2013. Grant of restricted stock subject to forfeiture. 40% vests on 6-month anniversary of grant date; 15% vests on the 18-month anniversary of grant date; 15% vests on the 24-month anniversary of grant date; 15% vests on the 30-month anniversary of grant date and the balance 15% vests on the 36-month anniversary of grant date, for so

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long as recipient remains an employee of, or consultant to, the Company.

- (2) Post-Split common stock of Issuer owned by Global Venture Investments, LLC, an entity owned and controlled by Reporting Person.
- (3) Post-split common stock warrants of Issuer owned by Global Venture Investments, LLC, an entity owned and controlled by Reporting Person.
- (4) Reporting Person acquired common stock warrants pursuant to a Promissory Note and Bridge Financing.
- (5) Post-split pursuant to April 23, 2013 1:3 reverse split of common stock.
- (6) Includes post split numbers for restricted stock grant of 116,667 shares (formerly 350,000 shares), an option exercise and issuance of 40,123 shares and 94,345 shares remaining from Founders share grant.

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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