

PEDEVCO CORP

Form 4

July 03, 2014

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Clark Moore

(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)
07/01/2014

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

Executive Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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	07/01/2014		A	V 350,000 (1) (2)	A \$ 1.94 1,139,734	D	
Common Stock	07/03/2014		G	V 48,000 (3)	D \$ 0.003 1,091,734	D	
Common Stock	07/01/2014		S	V 9,000 (4)	D \$ 2.0264 1,082,734 (5)	D	
Common Stock	07/03/2014		G	(3) 24,000	A \$ 0.003 57,334 (6)	I	By minor children (6)

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 Number Shares
Common Stock Warrant (Right to Buy)	\$ 2.34					12/16/2013 12/16/2017	Common Stock 1,906
Common Stock Warrant (Right to Buy)	\$ 5.25					03/22/2013 03/22/2017	Common Stock 953
Incentive Stock Option (Right to Buy)	\$ 0.51					12/18/2012 06/18/2022	Common Stock 44,467
Non-Qualified Stock Option (Right to Buy)	\$ 0.51					12/18/2012 06/18/2022	Common Stock 188,86

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Clark Moore 4125 BLACKHAWK PLAZA CIRCLE SUITE 201 DANVILLE, CA 94506	Executive Vice President

Signatures

/s/Clark Moore 07/03/2014

**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: (i) 20% of the shares on the six (6) month anniversary of the Grant Date; (ii) 20% on the nine (9) month anniversary of the Grant Date; (iii) 20% on the twelve (12) month anniversary of the Grant Date; (iv) 10% on the eighteen (18) month anniversary of the Grant Date (cont'd in next footnote)

(1) Vesting (v) 10% on the twenty-four (24) month anniversary of the Grant Date; (vi) 10% on the thirty (30) month anniversary of the Grant Date; and (vii) the balance 10% on the thirty-six (36) month anniversary of the Grant Date, subject to the recipient of the shares being an employee of, or consultant to, the Company on such vesting date, and subject to the terms of a Restricted Shares Grant Agreement entered into by and between the Company and the recipient.

(2) Reporting Person and his spouse made bona fide gift transfers of an aggregate of 48,000 shares in private transactions from shares held in community property, including transfers of an aggregate of 12,000 shares to each of their two minor children.

(3) All sales were sold pursuant to a 10b5-1 trading plan previously adopted by the Reporting Person on September 30, 2013.

(4) Reporting Person's holding includes 83,334 shares, 350,000 shares and 232,000 shares remaining respectively issued pursuant to restricted stock grants, and 417,400 balance of Founders stock.

(5) Represents 28,667 shares of the Issuer's common stock owned by each of Reporting Person's two minor children.

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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