

PEDEVCO CORP

Form 4

February 10, 2015

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 *
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)
02/09/2015

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	02/09/2015		S	V 21,750 (1)	D \$ 0.6021	1,277,484	D
Common Stock	02/10/2015		G	V 30,000 (3)	D \$ 0.003	1,247,484	D
Common Stock	02/10/2015		G	V 30,000 (4)	D \$ 0.003	1,217,484 (2)	D
Common Stock						57,334 (5)	I
							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 required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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
Incentive Stock Option (Right to Buy)	\$ 0.37					01/07/2015 01/07/2020	Common Stock 270,000
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

02/10/2015

__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).

All sales were sold pursuant to a 10b5-1 trading plan previously adopted by Reporting Person on December 15, 2014 to satisfy Reporting

- (1) Person's tax liability in connection with the February 9, 2015 vesting of certain shares of restricted stock which were granted under the Company's 2012 Equity Incentive Plan, which grant was exempt from Section 16(b) pursuant to Rule 16b-13(d).
- (2) Reporting Person's holding includes 83,334 shares; 197,750 shares; 315,000 shares and 270,000 shares issued pursuant to restricted stock grants and 351,400 remaining of Founders Stock.
- (3) Reporting Person and his spouse made a bona fide gift transfer of 30,000 shares in a private transaction from shares held in community property.
- (4) Reporting Person and his spouse made a charitable gift from shares held in community property.
- (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.

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.