

Ingriselli Frank C
 Form 4
 May 25, 2018

FORM 4

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

OMB APPROVAL

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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

2. Issuer Name and Ticker or Trading Symbol
 PEDEVCO CORP [PED]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 4125 BLACKHAWK PLAZA
 CIRCLE, SUITE 201
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 05/23/2018

____ Director
 ____ Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
 Non-Executive Chairman

DANVILLE, CA 94506

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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	05/23/2018		S	V 15,000 (1) D \$ 0.3129	369,460	D	
Common Stock	05/23/2018		S	V 10,000 (1) D \$ 0.315	359,460	D	
Common Stock	05/24/2018		S	V 15,000 (1) D \$ 0.3106	344,460	D	
Common Stock	05/24/2018		S	V 20,000 (1) D \$ 0.31	324,460	D	
Common Stock	05/25/2018		S	V 10,000 (1) D \$ 0.31	314,460 (2)	D	

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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 Securities (Instr. 3 and 4)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
Incentive Stock Option (Right to Buy)	\$ 3.7					01/17/2017	04/30/2021	Common Stock	37,000
NonQualified Stock Option (Right to Buy)	\$ 5.1					12/18/2012	04/30/2021	Common Stock	34,827
Incentive Stock Option	\$ 5.1					12/18/2012	04/30/2021	Common Stock	4,254

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Ingriselli Frank C
4125 BLACKHAWK PLAZA CIRCLE
SUITE 201
DANVILLE, CA 94506

Non-Executive Chairman

Signatures

/s/ Frank Ingriselli 05/25/2018

__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).
- (1) Shares were sold for tax purposes in connection with their vesting on May 1, 2018. The shares 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 holdings include: 13,371 held by spouse, 36,893 held directly, 80,000,14,546 and 80,000 pursuant to restricted stock grants and 89,650 vested shares held by Global Venture Investments, Inc., 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.

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