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SPACEDE	V, INC.									
Form 4/A										
November	10, 2008									
FOR	ЛД								PPROVAL	
	UNITED	STATES			RITIES AND EXCHANGE COMMISSION shington, D.C. 20549			N OMB Number:	3235-0287	
	this box			U				Expires:	January 31,	
if no lo subject	to SIAIE	MENT OF	CHAN		BENEF	F Estimated	Estimated average			
Section Form 4				SECU	NITES			burden hours per response 0.5		
Form 5		rsuant to S	ection	16(a) of tl	ne Securi	ties Excha	nge Act of 1934	response	. 0.5	
obligat	ions Section 17						t of 1935 or Sect			
may co	ntinue.					ny Act of 1				
1(b).	uueuon	. ,			•	•				
(Print or Type	e Responses)									
1 Name and	Address of Reporting	Person *	0 T		J. T.: -1		5 Relationshin	of Reporting Per	rson(s) to	
	DON SCOTT		2. Issue Symbol	suer Name and Ticker or Trading			Issuer	of Reporting 1 er	13011(3) 10	
			•	CEDEV, INC. [SPDV]						
(Last)	(First) ((Check all applicable)			
(Last)	(1415t) (·					X Director	10% Owner		
13855 STO	OWE DRIVE						Officer (give title Other (specify			
							below)	below)		
			If Amendment, Date Original			6. Individual or Joint/Group Filing(Check				
			l(Month/Day/Year)			Applicable Line) _X_ Form filed by One Reporting Person				
			Form filed b				More than One Reporting			
	011 92001						Person			
(City)	(State)	(Zip)	Tab	ole I - Non-	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	ally Owned	
1.Title of	2. Transaction Date	2A. Deeme	d	3.	4. Securit	ies	5. Amount of	6. Ownership	7. Nature of	
Security	(Month/Day/Year)	Execution I	Date, if		nAcquired		Securities	Form: Direct	Indirect	
(Instr. 3)		any (Month/Day	v/Vear)	Code (Instr. 8)	Disposed (Instr. 3, -		Beneficially Owned	(D) or Indirect (I)	Ownership	
		(Wonth Da	y/10a1)	(11301.0)	(1130. 5,	+ and 5)	Following	(Instr. 4)	(Instr. 4)	
						(A)	Reported			
						or	Transaction(s) (Instr. 3 and 4)			
				Code V	Amount	(D) Price	(Instr. 5 and 1)			
Reminder: R	eport on a separate lin	e for each cla	ss of sec	urities bene	ficially ow	ned directly	or indirectly.			
					•	•	spond to the colle	ection of	SEC 1474	
					inform	nation cont	tained in this forr	m are not	(9-02)	

Persons who respond to the collection of SEC information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amour
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	Underlying Securit
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired		

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	Derivative Security			(A) or Disposed of (D) (Instr. 3, 4, and 5)					
			Code V	7 (A) ((D)	Date Exercisable	Expiration Date	Title	A or N of Sł
NON STATUTORY STOCK OPTION	\$ 0.95	11/06/2008	Е	5,	,000	11/06/2004	11/06/2008	COMMON STOCK	4
NON STATUTORY STOCK OPTION	\$ 1.54	11/08/2008	Е	5,	,000	11/08/2006	11/08/2008	COMMON STOCK	4

Reporting Owners

Reporting Owner Name / Add	ress	Relationships						
	Director	10% Owner	Officer	Other				
MCCLENDON SCOTT 13855 STOWE DRIVE POWAY, CA 92064	Х							
Signatures								
Scott								
McClendon	11/10/2008							
<u>**</u> 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).

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.