

Overholtzer Gregory L
 Form 4
 December 29, 2017

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 *
 Overholtzer Gregory L

(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)
 12/28/2017

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)
 Chief Financial Officer

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | | | | (A) or (D) Price | 7,542 ⁽¹⁾ | D | |

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

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SEC 1474 (9-02)

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

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| 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 |
| Incentive Stock Option (Right to Buy) | \$ 0.3088 | 12/28/2017 | | A | V | 150,000 | (2) | 12/28/2017 | 12/28/2022 | Common Stock |
| Incentive Stock Option (Right to Buy) | \$ 1.1 | | | | | | | 12/28/2016 | 12/28/2021 | Common Stock |
| Non-Qualified Stock Option (Right to Buy) | \$ 3 | | | | | | | 02/09/2012 | 02/08/2022 | Common Stock |
| Incentive Stock Option (Right to Buy) | \$ 5.1 | | | | | | | 06/18/2012 | 06/18/2022 | Common Stock |
| Incentive Stock Option (Right to Buy) | \$ 3.7 | | | | | | | 01/07/2015 | 01/07/2020 | Common Stock |
| Incentive Stock Option (Right to Buy) | \$ 2.2 | | | | | | | 01/07/2016 | 01/07/2021 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Overholtzer Gregory L 4125 BLACKHAWK PLAZA CIRCLE SUITE 201 DANVILLE, CA 94506 | | | Chief Financial Officer | |

Signatures

/s/ Clark Moore, Attorney
in Fact

12/29/2017

__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).

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- (1) Reporting Person's holdings include: 3,442 and 4,100 shares issued pursuant to restricted stock grants.

Incentive Stock Option granted to Reporting Person with vesting as follows: (i) 50% of the shares on the six (6) month anniversary of the

- (2) Grant Date; (ii) 30% on the twelve (12) month anniversary of Grant Date and (iii) 20% on the eighteen (18) month anniversary of Grant Date, in each case subject to the recipient of the Option being an employee or, or Consultant to, the Company on such vesting date and subject to the terms and conditions of a Stock Option Agreement.

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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