

Overholtzer Gregory L
 Form 4
 July 03, 2018

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)
 07/02/2018

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: Indirect Beneficial Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|---|
| | | | | (A) or (D) | Price | | | |
| Common Stock | 07/02/2018 | | M | V | 75,000 (1) | A | \$ 0.3088 82,542 (2) | D |
| Common Stock | 07/02/2018 | | F | V | 9,983 (3) | D | \$ 2.32 72,559 (4) | 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)

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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 Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Incentive Stock Option (Right to Buy) | \$ 0.3088 | 07/02/2018 | | X | V 75,000 (1) | 06/28/2018 | 12/28/2022 | Common Stock | 75 |
| Incentive Stock Option (Right to Buy) | \$ 1.1 | | | | | 12/28/2016 | 12/28/2021 | Common Stock | 60 |
| Non-Qualified Stock Option (Right to Buy) | \$ 3 | | | | | 02/09/2012 | 02/08/2022 | Common Stock | 1 |
| Incentive Stock Option (Right to Buy) | \$ 5.1 | | | | | 06/18/2012 | 06/18/2022 | Common Stock | 11 |
| Incentive Stock Option (Right to Buy) | \$ 3.7 | | | | | 01/07/2015 | 01/07/2020 | Common Stock | 5 |
| Incentive Stock Option (Right to Buy) | \$ 2.2 | | | | | 01/07/2016 | 01/07/2021 | Common Stock | 15 |

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

07/03/2018

__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) Reporting Person exercised 75,000 options at \$.3088 exercise price in a cashless net exercise at \$2.32 per share with 65,017 shares of common stock issuable and 9,983 options returned to the Company's Equity Incentive Plan.
- (2) Payment of cashless net exercise price of \$23,160 with 9,983 options at \$2.32 per share being returned to the Company's Equity Incentive Plan.
- (3) This number represents shares of Pedevco common stock withheld to satisfy the payment of the cashless exercise of option.
- (4) Reporting Person's holdings include: 3,442 and 4,100 shares issued pursuant to restricted stock grants and 65,017 shares issued pursuant to an ISO option exercise.

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.