

Clark Moore
Form 3
August 03, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Clark Moore | | (Month/Day/Year) | PEDEVCO CORP [BESV.OB] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | | (Check all applicable) | |
| 4125 BLACKHAWK PLAZA | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| CIRCLE, SUITE 201A | | | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| (Street) | | | (give title below) | (specify below) |
| DANVILLE, CA 94506 | | | Executive VP | |
| (City) | (State) | (Zip) | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 1,605,000 | D | ^ |
| Common Stock | 250,000 ⁽¹⁾ | D | ^ |
| Common Stock | 50,000 ⁽²⁾ | I | By son |
| Common Stock | 50,000 ⁽²⁾ | I | By son |

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

SEC 1473 (7-02)

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.

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

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| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date <small>(Month/Day/Year)</small> | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--------------------|--|----------------------------------|--|--|--|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Incentive Stock Option | 12/18/2012 | 06/18/2022 | Common Stock | 133,400 <u>(4)</u> | \$ 0.17 | D | Â |
| Non Qualified Stock Option | 12/18/2012 | 06/18/2022 | Common Stock | 566,600 <u>(3)</u> | \$ 0.17 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Clark Moore 4125 BLACKHAWK PLAZA CIRCLE SUITE 201A DANVILLE, CA 94506 | Â | Â | Â Executive VP | Â |

Signatures

/s/Clark Moore 08/03/2012

 Signature of Date
Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Common stock of Issuer granted to Reporting Person on February 9, 2012 pursuant to Issuer's 2012 Equity Incentive Plan and subject thereto. Grant of restricted stock subject to forfeiture. 50% becomes vested 6 mths from grant date, 20% vests at the one year anniversary, 20% at 18 mths and the final 10% at 24 mths, for so long as recipient remains an employee of, or consultant to the Company.
- (2) Shares of Issuer's Common Stock owned as to 50,000 by Reporting Person's minor child, for the benefit of such child.
- (3) Non-Qualified options to purchase Common Stock of Issuer granted outside of Plan. Vesting at the rate of 50% on the 6 mth anniversary, 20% on one year anniversary, 20% at 18 months and 10% at 2 years, for so long as the recipient remains an employee of, or consultant to the Company and subject to the terms and conditions of the Stock Option Agreement.
- (4) Incentive Stock Options to purchase Common Stock of Issuer granted pursuant to Issuer's 2012 Equity Incentive Plan and subject thereto. Vesting at the rate of 50% on the 6 mth anniversary from grant date, 20% on the one year anniversary, 20% 18 months from grant date and 10% on the 2 year anniversary, for so long as the recipient remains an employee of, or consultant to the Company and subject to the terms and conditions of the 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. 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.