FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| 1. Name and Addre | ess of Reporting Pers Kim R | son* | 2. Issuer Name and Ticker or Trading Symbol <u>Monopar Therapeutics</u> [MNPR] | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | | |
|----------------------|--------------------------------|----------|--|---------------|---|---|--|--|--|--|
| (Last) | (First) BLVD SUITE 35 | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 06/30/2023 | | Director Officer (give title below) Chief Financi | 10% Owner Other (specify below) al Officer | | | | |
| (Street) WILMETTE | IL | 60091 | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Indiv X | vidual or Joint/Group Filing Form filed by One Rep Form filed by More tha | | | | | |
| (City) | (State) | (Zip) | Rule 10b5-1(c) Transaction Indication Check this box to indicate that a transaction was made pursuant to a affirmative defense conditions of Rule 10b5-1(c). See Instruction 10. | | ction or written plan that is int | ended to satisfy the | | | | |

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) | | | | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | Beneficial Ownership |
|---------------------------------|--|---|---|---|--|---------------|---------|------------------------------------|---|-------------------------|
| | | | Code | v | Amount | (A) or (D) | Price | Transaction(s) (Instr. 3 and 4) | | (Instr. 4) |
| Common Stock | 06/30/2023 | | М | | 14,846 | Α | (1) | 36,578 | D | |
| Common Stock | 06/30/2023 | | F | | 5,104(4) | D | \$0.855 | 31,474 | D | |

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 Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | Securities Beneficially Owned Following Reported | Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|---|--|---|---|---|--|--------|--|--------------------|--|-------------------------------------|---|--|--|--|
| | | | | Code | v | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | Transaction(s) (Instr. 4) | | |
| Restricted Stock Units | (1) | 06/30/2023 | | М | | | 14,846 | (2)(3)(5) | (2)(3)(5) | Common Stock | 14,846 | \$0 | 115,469 | D | |

Explanation of Responses:

1. Represents shares acquired on vesting and settlement of restricted stock units.

2. On January 26, 2021, the reporting person was granted 19,536 restricted stock units, vesting 6/48ths (2,442 shares) on June 30, 2021, and 3/48ths (1,221 shares) every 3 months thereafter until the RSU is fully vested on December 31, 2024. Each restricted stock unit represents a contingent right to receive one share of common stock of the Issuer. Disposed of restricted stock units were surrendered in exchange for issuance of common stock upon vesting and settlement.

3. On February 2, 2022, the reporting person was granted 61,532 restricted stock units, vesting 6/48ths (7,692 shares) on June 30, 2022, and 3/48ths (3,846 shares) every 3 months thereafter until the RSU is fully vested on December 31, 2025. Each restricted stock unit represents a contingent right to receive one share of common stock of the Issuer. Disposed of restricted stock units were surrendered in exchange for issuance of common stock upon vesting and settlement.

4. Represents shares withheld by the issuer to pay for the applicable withholding tax due upon vesting of restricted stock units.

5. On February 1, 2023, the reporting person was granted 78,234 restricted stock units, vesting 6/48ths (9,779 shares) on June 30, 2023, and 3/48ths (4,889 shares) every 3 months thereafter until the RSU is fully vested on December 31, 2026. Each restricted stock unit represents a contingent right to receive one share of common stock of the Issuer. Disposed of restricted stock units were surrendered in exchange for issuance of common stock upon vesting and settlement.

<u>/s/ Kim R. Tsuchimoto</u> ** Signature of Reporting Person 07/03/2023 Date

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

* 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.

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 Number.

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