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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

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|--|---|---|
| 1. Name and Address of Reporting Person * <u>Brown Michael J</u> _____ (Last) (First) (Middle) <u>1000 SKOKIE BLVD SUITE 350</u> _____ (Street) <u>WILMETTE IL 60091</u> _____ (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>Monopar Therapeutics [MNPR]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input type="checkbox"/> Officer (give title below) Other (specify below) |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>09/30/2023</u> | |
| | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 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 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--------|---|-------|--------------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | | |
| Common Stock | 09/30/2023 | | M | | 2,533 | A | (1) | 233,330 | D | | |
| Common Stock | | | | | | | | 4,111,272.88 | I | See Footnote ⁽²⁾ | |
| Common Stock | | | | | | | | 166,667 | I | See Footnote ⁽³⁾ | |

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) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-------|--|-----------------|---|--|--|---|--|----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | | | | | | Amount or Number of Shares |
| Restricted Stock Units | (1) | 09/30/2023 | | M | | | 2,533 | (4) | (4) | Common Stock | 2,533 | \$0 | 2,533 | D | |

Explanation of Responses:

- Represents shares acquired on vesting and settlement of restricted stock units.
- This is based upon the 4,111,272.88 shares of Monopar common stock that Tactic Pharma LLC indirectly controls through TacticGem LLC. As a manager of Tactic Pharma LLC, Mr. Brown may be deemed to share voting and dispositive power over these 4,111,272.88 shares. Mr. Brown disclaims beneficial ownership of the 4,111,272.88 shares held by Tactic Pharma LLC, except to the extent of his pecuniary interest therein.
- This is based upon the 166,667 shares of Monopar common stock that Tactic Pharma LLC directly owns. As a manager of Tactic Pharma LLC, Mr. Brown may be deemed to share voting and dispositive power over these 166,667 shares. Mr. Brown disclaims beneficial ownership of the 166,667 shares held by Tactic Pharma LLC, except to the extent of his pecuniary interest therein.
- On February 1, 2023, the reporting person was granted 10,133 restricted stock units, vesting in four equal quarterly installments with vesting dates on March 31, 2023, June 30, 2023, September 30, 2023, and December 31, 2023. 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.

/s/ Kim R. Tsuchimoto, Attorney-in-fact 10/03/2023

** Signature of Reporting Person 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.