

OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**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.

1. Name and Address of Reporting Person * <u>Cittadine Andrew</u> _____ (Last) (First) (Middle) 1000 SKOKIE BLVD SUITE 350 _____ (Street) WILMETTE IL 60091 _____ (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) Director 10% Owner Officer (give title below) Other (specify below) Chief Operating Officer
	3. Date of Earliest Transaction (Month/Day/Year) 12/31/2023	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/31/2023		M		8,952	A	(1)	54,868	D	
Common Stock	12/31/2023		F		3,098 <sup>(3)</sup>	D	\$0.3402	51,770	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)	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						Title
Restricted Stock Units	(1)	12/31/2023		M		8,952		(2)(4)	(2)(4)	Common Stock	8,952	\$0	91,175	D	

**Explanation of Responses:**

- Represents shares acquired on vesting and settlement of restricted stock units.
- On February 2, 2022, the reporting person was granted 65,000 restricted stock units, vesting 6/48ths (8,125 shares) on June 30, 2022, and 3/48ths (4,063 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.
- Represents shares withheld by the issuer to pay for the applicable withholding tax due upon vesting of restricted stock units.
- 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 (4,890 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.

/s/ Kim R. Tsuchimoto, Attorney-in-fact 01/03/2024

\*\* 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.