SEC Form 4	
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Instruction 1(b)

Explanation of Responses:

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Weshington D.C. 20540

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL
OMB Number: 3235-0287

ONB NUITIDEL.	3235-0207
Estimated average bu	rden
hours per response:	0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

																		,
1. Name and Address of Reporting Person [*] Palani Santhosh					2. Issuer Name and Ticker or Trading Symbol <u>Pyxis Oncology, Inc.</u> [PYXS]							(Cł	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
														Dir	ector		10% O	wner
(Last)	(Fi	rst) (f	vliddle)		3. Date of Earliest Transaction (Month/Day/Year) 06/07/2024									icer (give title ow)		Other (below)	specify	
C/O PYXIS ONCOLOGY, INC.				A If Amondment Date of Original Filed (Manth/Der/A/sec)							0. Individual en Isiat/Ossun Eilien (Oheels Analiseble							
			4. If Amendment, Date of Original Filed (Month/Day/Year)								Individual or Joint/Group Filing (Check App Line)							
321 HARRISON AVENUE, 11TH FL. SUITE 1												Form filed by One Reporting Person						
(Street)												Form filed by More than One Reporting Person						
BOSTO	N M	A 0	2118											Pe	son			
					Rule 10b5-1(c) Transaction Indication													
(Citu)	(64	oto) (⁻	Zin)															
(City) (State) (Zip) Check this box to indicate that a transaction was made pursuant to a contract, instruction								struction or writ	ten plar	n that is inte	nded to							
satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.																		
		Table	I - Nor	n-Deriva	tive S	ecur	rities Acq	uired,	Dis	posed of	, or	Ben	eficia	ally Ow	ned			
1. Title of Security (Instr. 3) 2. Transac Date						ction 2A. Deemed Execution Date.			3. 4. Securities Acquired (A Transaction Disposed Of (D) (Instr. 3							6. Ownership Form: Direct		7. Nature of Indirect
(Month/Da						Code (Instr. 5)		(-)	, (,	Ben Owr	ficially ed Following	(D) o	r Indirect Istr. 4)	Beneficial Ownership			
							Code	v	Amount	(A) or (D) F		Price	Tran	Reported Transaction(s) (Instr. 3 and 4)			(Instr. 4)	
										C 000(1)				- <u> `</u>		<u> </u>	D	
Common Stock 06/07/								A]	6,000 ⁽¹⁾		A	\$0	\$0 6,000			D	
		Tal	ble II - I	Derivati	ive Se	curit	ies Acqu	ired. D)isna	osed of	or B	Bene	ficial	lv Owr	ed			
							varrants,								•••			
1. Title of	2.	3. Transaction	3A. Deer		4.		5. Number			sable and		itle an		8. Price			10.	11. Nature
Derivative Security	Conversion or Exercise	Date (Month/Day/Year)	Execution if any	on Date,	Transac Code (Ir		of Derivative	Expiration Da (Month/Day/Y			Amount of Securities			Derivativ Security	e derivative Securities		Ownership Form:	of Indirect Beneficial
(Instr. 3) Price of Derivative Security (Month/Day/		Day/Year)			Securities					Underlying		(Instr. 5)	Beneficial	ly 🔢		Ownership		
					Acquired (A) or				Derivative Security (Inst				Owned Following			(Instr. 4)		
					Disposed of (D)		3 and 4)						Reported Transactio	n(e)				
							(Instr. 3, 4						I		(Instr. 4)	(3)		

** Signature of Reporting Person Date

Attorney-in-Fact for Santhosh 06/07/2024

Amount or Number

Shares

of

/s/ Pamela Connealy,

Title

Palani

Expiration 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.

and 5)

(A) (D)

1. Represents restricted stock units that vest 100% on the first anniversary of the grant date, subject to the reporting person's continued service through the applicable vesting date.

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Code

Date

Exercisable