SEC Form 4	
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## 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 Washington, D.C. 20549

Ir

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP	OMB Number:	3235-0287		
	Estimated average burden			
Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934	hours per response:	0.5		
or Section 30(h) of the Investment Company Act of 1940				

Instruction 1(b).				pursuant to Section 16(a) of the Securities Exchange Act of 1934								liburs per response. 0.5			
	,				ction 30(h) of the In										
1. Name and Address of Reporting Person*			2. Issuer Name <b>and</b> Ticker or Trading Symbol Pyxis Oncology, Inc. [PYXS]							5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
Sullivan La	<u>ra</u>										Director		10% 0	Dwner	
(Last)	(First)	(Middle)		3. Date of Earliest Transaction (Month/Day/Year) 09/14/2023						X	Officer (give below)	e title	Other below	(specify )	
C/O PYXIS ONCOLOGY, INC.					03/14/2023						President and CEO				
321 HARRISON AVENUE				4. If Amendment, Date of Original Filed (Month/Day/Year)						6. Indi Line)	6. Individual or Joint/Group Filing (Check Applicable Line)				
(Street)										X	Form filed b	y One	e Reporting Per	son	
BOSTON	MA	02118									Form filed b Person	у Мо	re than One Re	porting	
(City)	(State)	(Zip)		Rule 10b5-1(c) Transaction Indication											
		Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.									ended to				
	Ta	able I - No	n-Deriva	tive S	ecurities Acq	uired,	Dis	oosed of,	or Bei	neficially	/ Owned				
Date		2. Transac Date (Month/Da	Execution Date,		3. Transaction Code (Instr. 8)		4. Securities Disposed Of 5)			5. Amount of Securities Beneficially Owned Follov Reported	ving	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	Transaction(s (Instr. 3 and 4			(1130.4)	

## Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

S

s

100

8,541

D

D

\$2.25

\$2.1

2,412,423

2,403,882

D

D

(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. Transa Code ( 8)		of Deriv Secu Acqu (A) o Dispe of (D	erivative (Month/Day/Year) ecurities cquired ) or (p) (cD) str. 3, 4			Amou Secu Unde Deriv	rities rlying ative rity (Instr.	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	Form:	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

**Remarks:** 

Common Stock

Common Stock

/s/ Pamela Connealy, Attorney-in-Fact for Lara Sullivan

09/18/2023

\*\* 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).

09/14/2023

09/18/2023

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.