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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**

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 Address of Reporting Person * <u>Climaco John M</u>  (Last) (First) (Middle) <u>C/O CNS PHARMACEUTICALS, INC.</u> <u>100 WEST LOOP SOUTH, SUITE 900</u>  (Street) <u>HOUSTON TX 77027</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CNS Pharmaceuticals, Inc. [ CNSP ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Executive Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>04/28/2023</u>	
	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	04/28/2023		M		1,250	A	(1)	46,260	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	Amount or Number of Shares				
Restricted Stock Units	(1)	04/28/2023		M			1,250	(2)	(2)	Common Stock	1,250	(2)	60,201	D	

**Explanation of Responses:**

- Restricted stock units convert into common stock on a one-for-one basis.
- On April 28, 2022, the reporting person received 20,000 restricted stock units vesting as follows, subject to the grantee's continued service to the Company on each vesting date, (i) 25% of the grant will vest in four equal annual installments over 4 years; (ii) 25% of the grant will vest if within 24 months from issuance the average the closing price of the Issuer common stock over a ten trading day period exceeds \$2.00 (subject to pro rata adjustment for stock splits or similar events); (iii) 25% of the grant will vest if within 36 months from issuance the average the closing price of the Issuer common stock over a ten trading day period exceeds \$4.00 (subject to pro rata adjustment for stock splits or similar events); and (iv) 25% of the grant will vest if within 24 months from issuance the Issuer achieves positive interim, clinical data as determined by its Board of Directors.

/s/ John M. Climaco 05/01/2023  
 \*\* 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.