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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.

1. Name and Address of Reporting Person * <u>Cockroft Bettina 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 Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/14/2023</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year) <u>09/25/2023</u>	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person 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			

**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
Option to purchase common stock	\$2.27	09/14/2023		A		6,500		(1)	09/14/2033	Common Stock	6,500	(2)	8,599	D	
Option to purchase common stock	\$1.09	09/21/2023		A		9,475		(3)	09/22/2033	Common Stock	9,475	(2)	18,074	D	

**Explanation of Responses:**

- The stock options set forth in this table vest in 36 equal monthly installments. The stock option was approved by the compensation committee of the company's board of directors on August 4, 2023, subject to shareholder approval of the 2020 Stock Plan under which the option was granted. The shareholders of the company approved the plan at the company's annual meeting on September 14, 2023.
- The stock options were issued in connection with the reporting person's Board of Director services to the Company.
- The stock options set forth in this table vest on the earlier of the one-year anniversary of the date of issuance or the date of the 2024 annual meeting, subject to the grantee's continued service to the Company on the vesting date.

**Remarks:**

This amendment is being filed solely to correct the number of shares of common stock underlying the reported option issued on September 21, 2023, and the total number of derivative securities owned following the reported transaction.

/s/ Christopher Downs, Attorney-in-fact 10/12/2023

\*\* 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.