FORM 4	4
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Check this box if no	Ī
longer subject to	
Section 16. Form 4 or	•
Form 5 obligations	
may continue. See	
Instruction 1(b).	

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)										
1. Name and Address of Reporting Pe MARCUS LORI TAUBER	2. Issuer Name and Ticker or Trading Symbol Phunware, Inc. [PHUN]						5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner			
(Last) (First) C/O PHUNWARE, INC., 7800 CREEK BLVD, SUITE 230-S		3. Date of Earliest Transaction (Month/Day/Year) 02/25/2020						Officer (give title below)	Other (specify b	pelow)
(Street) 4. If Amendment, Date Original F AUSTIN, TX 78757				al Fi	led(Month/Day/Year) 6. Individual or Joint/Group Filing(Check Applicable L _X_Form filed by One Reporting Person Form filed by More than One Reporting Person					ble Line)
(City) (State)	(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								
1.Title of Security (Instr. 3)		Execution Date, if	Code (Instr. 8)	tion	(A) or Disposed of (D)		of (D)	Beneficially Owned Following Reported Transaction(s)Ownership Form:of I Ber		7. Nature of Indirect Beneficial Ownership
		()	Code	v	Amount	(A) or (D)	Price		or Indirect (I) (Instr. 4)	
Common Stock (1)	02/25/2020		А		36,251	Α	\$0	108,350	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information

SEC 1474 (9-02)

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

(e.g., puts, calls, warrants, options, convertible securities)														
of 2.	3. Transaction	3A. Deemed	4.		5.		6. Date Exer	cisable	7. Tit	le and	8. Price of	9. Number of	10.	11. Nature
e Conversion	Date	Execution Date, if	Transacti	on	Numł	ber	and Expirati	on Date	Amo	unt of	Derivative	Derivative	Ownership	of Indirect
or Exercise	(Month/Day/Year)	any	Code		of		(Month/Day	/Year)	Unde	rlying	Security	Securities	Form of	Beneficial
Price of		(Month/Day/Year)	(Instr. 8)		Deriv	ative			Secu	rities	(Instr. 5)	Beneficially	Derivative	Ownership
Derivative					Secur	ities			(Instr	. 3 and		Owned	Security:	(Instr. 4)
Security					Acqu	ired			4)			Following	Direct (D)	
					· /							1		
					Dispc	sed							(I)	
					· · · ·	·						(Instr. 4)	(Instr. 4)	
						· · ·								
					4, and	15)								
										Amount				
							D.	т · .:		or				
									Title	Number				
							Exercisable	Date		of				
			Code	V	(A)	(D)				Shares				
iv /	or ExercisePrice ofDerivative	ive Conversion Date or Exercise (Month/Day/Year) Price of Derivative	of 2. 3. Transaction 3A. Deemed Conversion Date Acceleration Date Acceleration Date Acceleration Date Acceleration Date (Month/Day/Year) Acceleration Date (Month/Day/Year)	of 2. Conversion Date 3. Transaction Date 4. (Month/Day/Year) A. Deemed 4. Execution Date, if Transaction Code (Instr. 8) Price of Derivative Security Security A. Deemed 4. (Month/Day/Year) (Month/Day/Year) (Instr. 8)	of 2. 3. Transaction 3A. Deemed 4. Transaction or Exercise (Month/Day/Year) Price of Derivative Security 9 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	of 2. 3. Transaction 3A. Deemed 4. 5. ive Conversion Date Execution Date, if Transaction Numl or Exercise Price of Derivative Gode Instr. 8) Deriv Security Security Instr. 4, and	of 2. ive Conversion) Price of Derivative Security 3. Transaction Date (Month/Day/Year) 3. Deemed Execution Date, if any (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Instr. 8) 5. Transaction Code (Instr. 8) Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) (Month/Day/Year)	of 2. S. Transaction Date (Month/Day/Year) 3A. Deemed 4. or Exercise (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) 4. Price of Derivative Security (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Instr. 8) (Month/Day/Year) 6. Date Exercisable Date ExerciseDate Date Exercisable Date ExerciseDate Date ExerciseDate Date ExerciseDate Dat	of 2. 3. Transaction 3A. Deemed 4. 5. 6. Date Exercisable and Expiration Date or Exercise (Month/Day/Year) 3A. Deemed 4. 5. 6. Date Exercisable and Expiration Date or Execution Date, if any (Month/Day/Year) (Month/Day/Year) 6. Date Exercisable and Expiration Date or Execution Date, if any (Month/Day/Year) (Month/Day/Year) 6. Date Exercisable and Expiration Date Security Security (Month/Day/Year) (Month/Day/Year) 0 Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) 0 Date Exercisable Expiration Date Exercisable	of 2. 3. Transaction 3A. Deemed 4. 5. 6. Date Exercisable 7. Tit ive Conversion Date (Month/Day/Year) 3A. Deemed 4. 5. 6. Date Exercisable 7. Tit or Exercise Price of Derivative Security (Month/Day/Year) (Month/Day/Year) 0	of 2. 3. Transaction 3A. Deemed 4. 5. 6. Date Exercisable 7. Title and or Exercise Or Exercise (Month/Day/Year) 3A. Deemed 5. 6. Date Exercisable 7. Title and or Exercise Price of Derivative Securities 1	of 2. 3. Transaction 3A. Deemed 4. 5. 6. Date Exercisable and Expiration Date 7. Title and Amount of Derivative Security 8. Price of Of Derivative Securities) Price of Derivative Security (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) 6. Date Exercisable and Expiration Date (Month/Day/Year) 8. Price of Derivative Securities Security (Month/Day/Year) (Month/Day/Year) (Instr. 8) 0 Derivative Securities 6. Date Exercisable and Expiration Date (Month/Day/Year) 8. Price of Derivative Security (Instr. 3) (Instr. 3) 0 Derivative Securities 0 Disposed of (D) (Instr. 3, 4, and 5) 0 Date Exercisable Expiration Date 7. Title and Amount of Derivative Security 0 Date Exercisable Transaction Transaction 0 Date Exercisable Expiration Date 0 Date Exercisable of Derivative Security	of 2. 3. Transaction 3A. Deemed 4. 5. 6. Date Exercisable and Expiration Date (Month/Day/Year) 7. Title and Amount of Derivative Securities 8. Price of Derivative Securities 9. Number of Amount of Underlying Securities) Price of Derivative Security (Month/Day/Year) (Month/Day/Year) 4. 5. 6. Date Exercisable and Expiration Date (Month/Day/Year) 7. Title and Amount of Underlying Securities 8. Price of Derivative Securities 9. Number of Derivative Securities Security (Month/Day/Year) (Month/Day/Year) (Instr. 8) Derivative Securities 6. Date Exercisable and Expiration Date (Month/Day/Year) 8. Price of Derivative Securities 9. Number of Amount of Underlying Securities Security (Month/Day/Year) (Instr. 8) Derivative Securities Securities 8. Price of Derivative 9. Number of Derivative Security (Instr. 8) (Instr. 8) Derivative Securities Securities (Instr. 3) 8. Price of Derivative 9. Number of Derivative (Instr. 3, 4, and 5) Date Exercisable Expiration Date Title Amount of Number of	of 2. 3. Transaction 3A. Deemed 4. 5. 6. Date Exercisable and Expiration Date 7. Title and Amount of 8. Price of 9. Number of 10. ve Conversion or Exercise (Month/Day/Year) and Transaction Number of of 0. Date Derivative Security Security

Reporting Owners

	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
MARCUS LORI TAUBER C/O PHUNWARE, INC. 7800 SHOAL CREEK BLVD, SUITE 230-S AUSTIN, TX 78757	Х						

Signatures

/s/ Matt Aune, Attorney-in-Fact	02/27/2020
**Signature of Reporting Person	Date

Explanation of Responses:

- * 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).
- On February 25, 2020, the reporting person was granted the number of restricted stock units in Table I, box 4 above, each of which represents a contingent right to receive (1) one share of Phunware, Inc. common stock. The restricted stock was granted in lieu of cash compensation of accrued board fees from their service on the Phunware, Inc.'s board during fiscal year 2019. The restricted stock vests on February 26, 2020 and will be delivered to the reporting person shortly following this date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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