FORM 4

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

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

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 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

Derivative Security (Instr. 3) Date (Month/Day/Year) Derivative Security Security Omership Form of Derivative Security: Security Security Derivative Security Security Security Security Derivative Securities Amount of Underlying Securities (Instr. 3 and 4) Derivative Securities Amount of Underlying Securities (Instr. 3) Derivative Securities Amount of Underlying Securities (Instr. 3) Derivative Securities Reported Transaction(s) (Instr. 4) Transaction Date (Month/Day/Year) Derivative Securities Securities Form of Derivative Security: Following Reported Transaction(s) (Instr. 4) Instr. 4) Date Expiration Date (Month/Day/Year) Title Date Expiration Date (Month/Day/Year) Title Number	(Print or Typ	pe Response	s)		,												
COP PHUNWARE, INC., 7800 SHOAL OSTITUTE 230-S 4. If Amendment, Date Original Filed/Month/Day/Year) (City) (State) Cap) Table 1 - Non-Derivative Securities Acquired (A) or Disposed of (or Disposed of ((Check all applicable)								
AUSTIN, TX 78757 (City) (State) (Zip) Table I - Non-Derivative Securities Acquired (Instr. 3) 2. Transaction Date (Month/Day/Year) (Instr. 3) 2. Transaction Date (Month/Day/Year) (Instr. 4) 2. Transaction Date (Month/Day/Year) (Instr. 3) 2. Transaction Date (Month/Day/Year) (Instr. 3) 2. Transaction Date (Month/Day/Year) (Instr. 8) 2. Transaction Date (Instr. 9) 2. Transaction Date (Instr. 9) 2. Transaction Date (Instr. 4) 3. Transaction (Instr. 4) 4. Securities Acquired (Instr. 3) 2. Transaction Date (Instr. 4) 4. Securities Acquired (Instr. 3) 3. Transaction (Instr. 4) 4. Securities Acquired (Instr. 3) 3. Transaction (Instr. 4) 4. Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently add OMB control number. Table II - Derivative Securities Acquired (Instr. 8) 3. Transaction (Instr. 4) 3. Transaction (Instr. 4) 4. Transaction (Instr. 4) 5. Transaction (Instr. 4) 5. Transaction (Instr. 4) 6. Month/Day/Year) 6. Month/Day/Year) 6. Month/Day/Year) 6. Month/Day/Year) 6. Month/Day/Year) 6. Month/Day/Year) 7. Nature Ownership of Indirect Promotion Contained in this form are not required to respond unless the form displays a currently add OMB control number. 7. Title and Month/Day/Year) 8. Price of 9. Number of 10. Ownership of Indirect (Instr. 4) 9. Price of 10. Ownership (Instr. 4) 1. Title of 2. Date Exerciseable and Expiration Date (Instr. 5) 1. Title of 2. Date Exerciseable and Expiration Date (Instr. 5) 1. Title of 2. Date Exerciseable and Expiration Date (Instr. 5) 8. Price of 9. Number of 10. Ownership of Indirect (Instr. 4) 9. Price of 10. Ownership (Instr. 4) 1. Title of 10. Ownership (Inst	C/O PHUNWARE, INC., 7800 SHOAL				` '							X Officer (give title below) Other (specify below)					
City	AUSTIN	TX 7875	, ,		4. If Amendment, Date Original Filed(Month/Day/Year)						_X_ Form filed by One Reporting Person						
Date (Month/Day/Year) Code				(Zip)		Ta	ble I -	Non	-Der	rivative S	Securiti	ies Acqu	ired, Disp	osed of, or l	Beneficially	Owned	
Common Stock Common Stock O8/11/2022 F 15,008 D 1,7763 1,244,825 D Sec footnote (a)	(Instr. 3)		Date	Execution Date, if any		Code (Instr. 8)		(A) or Disposed of		d of (D)	Beneficia Reported	lly Owned Following Transaction(s)		Ownership Form:	of Indirect Beneficial		
Common Stock Common Stock Common Stock Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. 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 control number. Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of 2. Derivative Conversion Date (Month/Day/Year) (Instr. 3) Price of Derivative Security (Instr. 3) Derivative Security (Instr. 3) Derivative Security (Instr. 3) Derivative Security (Instr. 4) Date Experised or Disposed of Operivative Securities Securities Securities Acquired (A) or Disposed of Operivative Security (Instr. 4) Date Experised Date Transaction Security (Instr. 4) Date Experised Date Experised Date Transaction Security (Instr. 4) Date Experised Date Experised Date Experised Date Experised Date Transaction Security Secu					(Month/Day/Y	(ear)	Coo	de	V	Amount	or	Price	(Instr. 3 a	and 4)		or Indirect (I)	
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. 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 control number. Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) Title of 2.	Common	Stock		08/11/2022			F	1		-	D		1,244,8	25		D	
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 control number. Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) Title of Derivative Security (Instr. 3) Price of Derivative Security Price of Derivative Securities Price of Month/Day/Year Price of Derivative Securities Price of Month/Day/Year Price of Derivative Securities Price of Month/Day/Year Price of Month/Day/Year Price of Derivative Securities Price of Month/Day/Year Price of Month/Day	Common	Stock											585,589)		I	footnote
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	Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative	Date	on 3A. Deemed Execution Da (Year) any	4. Transact Code	tion 1 (5. Number of Deriva Security Acquire (A) or Disposor (D) (Instr.	er ative ties red sed 3, 5)	6. Date Exercisable and Expiration Date (Month/Day/Year) Date Expiration 7. 7. Annual Processing Transfer of Transfer and Expiration Transfer of Tra		7. T Am Und Sec (Ins 4)	ount of lerlying urities tr. 3 and	Derivative Security	Derivative Securities Beneficially Owned Following Reported Transaction	Owners Form of Derivat Security Direct (or Indir	Beneficia Ownersh (Instr. 4)	

Reporting Owners

	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
KNITOWSKI ALAN S C/O PHUNWARE, INC. 7800 SHOAL CREEK BLVD, SUITE 230-S AUSTIN, TX 78757	X		Chief Executive Officer				

Signatures

/s/ Matt Aune, Attorney-in-Fact 08/12/2022

**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).
- (1) Represents shares surrendered by the Reporting Person for withholding of taxes pursuant to the terms of the Issuer's 2018 Equity Incentive Plan.
- (2) The price reported in Table I, box 4 above reflects the actual per share sales price of the shares disposed.
 - Consists of (i) 539,867 shares held of record by Cane Capital, LLC, for which the Reporting Person serves as president, (ii) 43,750 shares held of record by Curo Capital
- (3) Appreciation Fund I, LLC (Fund 1, Fund 2 and Fund 3), for which the Reporting Person serves as co-president, (iii) 1,972 shares held of record by Knitowski Childrens Trust, for which the Reporting Person serves as president.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.