

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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>BREITMEYER JAMES B</u> (Last) (First) (Middle) 12230 EL CAMINO REAL, SUITE 230 (Street) SAN DIEGO CA 92130 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Oncternal Therapeutics, Inc. [ONCT]</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) 07/28/2022	
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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	07/28/2022		A		185,625 ⁽¹⁾	A	\$0.00	569,774	D	
Common Stock	07/28/2022		A		18,750 ⁽¹⁾	A	\$0.00	25,243	I	By Spouse
Common Stock								46,544	I	By Family Trust
Common Stock								733	I	By Child

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				
Stock Option	\$1.04	07/28/2022		A		123,750		(2)	07/28/2032	Common Stock	123,750	\$0.00	123,750	D	
Stock Option	\$1.04	07/28/2022		A		12,500		(2)	07/28/2032	Common Stock	12,500	\$0.00	12,500	I	By Spouse

Explanation of Responses:

- Represents an award of restricted stock units (RSUs). Each RSU represents the right to receive one share of the Issuer's common stock upon vesting. One half of the RSUs vest on July 3, 2023, and one half of the RSUs vest on January 3, 2024, subject to the Recipient's continued employment or service with the Issuer on each such date. All of the RSUs vest in the event of a Change in Control (as defined in the Issuer's 2019 Incentive Award Plan).
- One half of the shares subject to the stock options vest on July 3, 2023 and one half of the shares subject to the stock options vest on January 3, 2024, subject to the Recipient's continued employment or service with the Issuer on each such date. All of the shares subject to the stock options vest in the event of a Change in Control (as defined in the Issuer's 2019 Incentive Award Plan).

Remarks:

/s/Chase C. Leavitt, Attorney-in-fact 08/01/2022

** 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.

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