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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

1. Name and Address of Reporting Person* SIEBEL THOMAS M						2. Issuer Name and Ticker or Trading Symbol C3.ai, Inc. [AI]							5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director X 10% Owner						
(First) (Middle)					3. Date of Earliest Transaction (Month/Day/Year) 06/20/2023								X	Office below	er (give ti v)	tle	Othe belo	er (specify w)	
C/O C3.AI, INC. 1400 SEAPORT BLVD					4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable						
(Street) REDWOOD													X Form filed by One Reporting Person Form filed by More than One Reporting						
CITY CA 94603						lo 10	hГ 1/	o) Tro		otion Ind	liaatia			Perso	on				
(S	(State) (Zip)				Rule 10b5-1(c) Transaction Indication Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.												s intended to		
		Table I	l - No	on-Derivat	ive S	Secur	ities A	cquirec	l, Di	isposed of	f, or B	enefic	ciall	y Owr	ned				
1. Title of Security (Instr. 3)			- 1	Date	Execution D ear) if any		on Date,	3. Transaction Code (Instr. 8)					nd	Securitie Beneficia Owned	es ally	Form: (D) or Indire	n: Direct or rect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
								Code	v	Amount	(A) or (D)	Price	-	Reported Transact	d ion(s)	(,	(
Common S	tock			06/20/2023		3		A		23,153 ⁽¹⁾	A	\$0.0	00	1,779	79,543		D		
Class A Common Stock				06/20/2023				F		11,480	D	\$43.	3.19 1,7		8,063		D		
Class A Common Stock 0					06/22/2023					11,673	D	\$0.0).00 1,7		6,390		D		
Class A Common Stock				06/22/2023		3		G		11,673	A	\$0.0	00	3,622,352		I		See Footnote ⁽²⁾	
Class A Common Stock														9,2	216		I	See Footnote ⁽³⁾	
Class A Common Stock														170	,294		I	See Footnote ⁽⁴⁾	
Class A Common Stock														72,695			I	See Footnote ⁽⁵⁾	
Class A Common Stock														1,237,115			I	See Footnote ⁽⁶⁾	
		Tab	le II	- Derivativ (e.g., put	e Se s, ca	curit IIs, w	ies Acc /arrant	uired, s, optic	Dis ons,	posed of, convertib	or Be	nefici curitie	ially es)	Owne	d				
vative Conversion Date Executio urity or Exercise (Month/Day/Year) if any		ution Date,		ransaction of Of Derivative Securities Acquired (A) or Disposed of (D)		Expiration I (Month/Day e s		Date	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and		Dei Sed (Ins	erivative ecurity estr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)		10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4	Beneficial Ownership ct (Instr. 4)			
					Code	v	(A) (D)	Date Exerc	isable	Expiration Date		or Number of							
	CTHOM (FAI, INC. APORT B. OD C (S Gecurity (In: Ommon S Ommon S	(First) AI, INC. APORT BLVD OD CA (State) Gecurity (Instr. 3) ommon Stock ommon Stock ommon Stock ommon Stock ommon Stock ommon Stock ommon Stock ommon Stock ommon Stock ommon Stock ommon Stock ommon Stock ommon Stock ommon Stock	(First) (AI, INC. APORT BLVD OD CA 9. (State) (Z Table Gecurity (Instr. 3) Ommon Stock Tab	(First) (Middle AI, INC. 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APORT BLVD Table I - Non-Derivate (Month/Day/Year) Table I - Non-Derivate (Month/Day/Year) Table II - Derivative (e.g., put (Month/Day/Year))	THOMAS M (First) (Middle) (AI, INC. APORT BLVD Table I - Non-Derivative Security (Instr. 3) Cand State) (State) (Zip) Table I - Non-Derivative Security (Instr. 3) 2. Transaction Date (Month/Day/Year) (State) (Zip) Table II - Derivative Security (Instr. 3) Table II - Derivative Security (Instr. 3)	(First) (Middle) (First) (Middle) (APORT BLVD (State) (Zip) Table I - Non-Derivative Security (Instr. 3) (State) (Zip) (State) (Zip) Table I - Non-Derivative Security (Instr. 3) (State) (Zip) (State) (Zip) (State) (Zip) (State) (Zip) (State) (Zip) (A. If Amendrative Security (Month/Day/Year) (Month	(First) (Middle) (First) (Middle) (Inc. APORT BLVD CA 94603 Rule 10b5-1(Check this box to is satisfy the affirmation of the curious pate of the common stock of	(First) (Middle) (First) (Middle) (APORT BLVD (State) (Zip) (Check this box to indicate the satisfy the affirmative defense every (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Code ommon Stock (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)	(First) (Middle) (First) (Middle) (A. Date of Earliest Transaction (Morof/20/2023 (State) (Zip) (Anoth/Day/Year) (Anoth/Day/Year) (Month/Day/Year) (Anoth/Day/Year) (State) (Zip) ((First) (Middle) (First) (Middle) (First) (Middle) (A) J. INC. APORT BLVD OD CA 94603 Rule 10b5-1(c) Transaction (Month/Day/Year) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of Price of Derivative Security (Month/Day/Year) OD CA 94603 Rule 10b5-1(c) Transaction Inc Check this box to indicate that a transaction was a safety the affirmative defense conditions of Rule: Table I - Non-Derivative Securities Acquired, Disposed of Security (Month/Day/Year) Ommon Stock O6/20/2023 A 23,153(1) Code v Amount O6/20/2023 F 11,480 Ommon Stock O6/22/2023 G 11,673 Ommon Stock O6/22/2023 G 11,673 Ommon Stock O6/22/2023 Table II - Derivative Securities Acquired, Disposed of, (e.g., puts, calls, warrants, options, convertile Security of Date or Exercise (Month/Day/Year) Ommon Stock Omm	(First) (Middle) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beauty (Month/Day/Year) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, Or Beauty (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Code V Amount (A) or (D) or Code V Amount (B) or Code (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Da	(First) (Middle) (First) (Middle) (First) (Middle) (I) INC. APORT BLVD CA (State) (Zip) (State) (Zip) Rule 10b5-1(c) Transaction (Month/Day/Year) Check this box to indicate that a transaction was made pursuant to satisfy the affirmative defense conditions of Rule 10b5-1(c). Sea pursuant on the condition of Rule 10b5-1(c). Transaction was made pursuant to satisfy the affirmative defense conditions of Rule 10b5-1(c). Transaction was made pursuant to satisfy the affirmative defense conditions of Rule 10b5-1(c). Sea pursuant to satisfy the affirmative defense conditions of Rule 10b5-1(c). Sea pursuant to satisfy the affirmative defense conditions of Rule 10b5-1(c). Sea pursuant to satisfy the affirmative defense conditions of Rule 10b5-1(c). Sea pursuant to satisfy the affirmative defense conditions of Rule 10b5-1(c). Sea pursuant to satisfy the affirmative defense conditions of Rule 10b5-1(c). Sea pursuant to satisfy the affirmative defense conditions of Rule 10b5-1(c). Sea pursuant to satisfy the affirmative defense conditions of Rule 10b5-1(c). 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See Instruction 10. Table II - Non-Derivative Securities Acquired, Disposed of, or Beneficially Ownern Conversion (Month/Day/Year) Ommon Stock Official Price of Check this box to indicate that a transaction was made pursuant to a contract, instance in part of the alternative defense conditions of Rule 1005-1(c). See Instruction 10. Table II - Non-Derivative Securities Acquired, Disposed of, or Beneficially Ownern Check Ommon Stock Official Price of Check this box to indicate that a transaction was made pursuant to a contract, instance in the alternative conditions of Rule 1005-1(c). See Instruction 10. Table II - Non-Derivative Securities Acquired, Disposed of, or Beneficially Ownern Check (Nonth/Day/Year) Ommon Stock Official Price of Check this box to indicate that a transaction was made pursuant to a contract, instance in the alternative conditions of Rule 1005-1(c). See Instruction 10. Table II - Non-Derivative Securities Acquired, Disposed of, or Beneficially Ownern Check (Nonth/Day/Year) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Ownern Check (Lip) (Instructive Security Check (Lip) (Instructive Securities) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owner Check (Lip) (Instructive Securities) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Ownern Check (Lip) (Instructive Securities) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Ownern Check (Lip) (Instructive Securities) Table II - Deriva	Ca.ai, Inc. [AI] Chief Ex Aport BLVD Citate) Citate Citate	(Check all applicable) X Director X Officer (pipe title below) Chief Executiv X Director	C3.ai, Inc. Al	

- 1. Represents the grant of Restricted Stock Units (RSUs). Each RSU represents a contingent right to receive one share of the Issuer's Class A Common Stock upon settlement. The RSUs are fully
- 2. The shares are held by The Siebel Living Trust u/a/d 7/27/93, as amended, of which the Reporting Person is trustee.
- 3. The shares are held by First Virtual Holdings, LLC, of which the Reporting Person is Chairman.
- 4. The shares are held by Siebel Asset Management, L.P., of which the Reporting Person is the general partner.
- $5. \ The \ shares \ are \ held \ by \ Siebel \ Asset \ Management \ III, \ L.P., \ of \ which \ the \ Reporting \ Person \ is \ the \ general \ partner.$
- 6. The shares are held by The Siebel 2011 Irrevocable Children's Trust, of which the Reporting Person is co-trustee.

Remarks:

/s/ Eric Jensen, Attorney-in-**Fact**

06/22/2023

** Signature of Reporting Person

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.