

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>ABBO EDWARD Y</u>  (Last) (First) (Middle) C/O C3.AI, INC. 1300 SEAPORT BLVD, SUITE 500  (Street) REDWOOD CA 94063 CITY CA 94063  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>C3.ai, Inc. [ AI ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Technology Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/08/2021</u>	
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			
Class A Common Stock	03/08/2021		S		4,498	D	\$83.48 <sup>(1)</sup>	836,076	D	
Class A Common Stock	03/08/2021		S		5,788	D	\$84.63 <sup>(2)</sup>	830,288	D	
Class A Common Stock	03/08/2021		S		18,999	D	\$85.43 <sup>(3)</sup>	811,289	D	
Class A Common Stock	03/08/2021		S		12,308	D	\$86.45 <sup>(4)</sup>	798,981	D	
Class A Common Stock	03/08/2021		S		9,103	D	\$87.49 <sup>(5)</sup>	789,878	D	
Class A Common Stock	03/08/2021		S		8,625	D	\$88.37 <sup>(6)</sup>	781,253	D	
Class A Common Stock	03/08/2021		S		9,830	D	\$89.41 <sup>(7)</sup>	771,423	D	
Class A Common Stock	03/08/2021		S		6,738	D	\$90.47 <sup>(8)</sup>	764,685	D	
Class A Common Stock	03/08/2021		S		6,300	D	\$91.5 <sup>(9)</sup>	758,385	D	
Class A Common Stock	03/08/2021		S		4,050	D	\$92.34 <sup>(10)</sup>	754,335	D	
Class A Common Stock	03/09/2021		S		16,806	D	\$84.36 <sup>(11)</sup>	737,529	D	
Class A Common Stock	03/09/2021		S		45,480	D	\$85.18 <sup>(12)</sup>	692,049	D	
Class A Common Stock	03/09/2021		S		13,003	D	\$86.16 <sup>(13)</sup>	679,046	D	
Class A Common Stock	03/09/2021		S		8,850	D	\$87.12 <sup>(14)</sup>	670,196	D	
Class A Common Stock	03/09/2021		S		2,100	D	\$88 <sup>(15)</sup>	668,096	D	
Class A Common Stock	03/10/2021		S		15,744	D	\$83.73 <sup>(16)</sup>	652,352	D	
Class A Common Stock	03/10/2021		S		40,847	D	\$84.45 <sup>(17)</sup>	611,505	D	
Class A Common Stock	03/10/2021		S		5,900	D	\$85.25 <sup>(18)</sup>	605,605	D	
Class A Common Stock	03/10/2021		S		3,825	D	\$86.48 <sup>(19)</sup>	601,780	D	
Class A Common Stock	03/10/2021		S		12,245	D	\$87.52 <sup>(20)</sup>	589,535	D	
Class A Common Stock	03/10/2021		S		3,978	D	\$88.46 <sup>(21)</sup>	585,557	D	
Class A Common Stock	03/10/2021		S		3,700	D	\$89.45 <sup>(22)</sup>	581,857	D	
Class A Common Stock								123,921	I	See Footnote <sup>(23)</sup>

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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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					

**Explanation of Responses:**

1. Represents weighted average sales price. The shares were sold at prices ranging from \$82.935 to \$83.93. The Reporting Person will provide upon request, to the SEC, the Issuer or security holder of the Issuer, full information regarding the number of shares sold at each separate price.
2. Represents weighted average sales price. The shares were sold at prices ranging from \$83.95 to \$84.94. The Reporting Person will provide upon request, to the SEC, the Issuer or security holder of the Issuer, full information regarding the number of shares sold at each separate price.
3. Represents weighted average sales price. The shares were sold at prices ranging from \$84.95 to \$85.94. The Reporting Person will provide upon request, to the SEC, the Issuer or security holder of the Issuer, full information regarding the number of shares sold at each separate price.
4. Represents weighted average sales price. The shares were sold at prices ranging from \$85.95 to \$86.93. The Reporting Person will provide upon request, to the SEC, the Issuer or security holder of the Issuer, full information regarding the number of shares sold at each separate price.
5. Represents weighted average sales price. The shares were sold at prices ranging from \$86.99 to \$87.95. The Reporting Person will provide upon request, to the SEC, the Issuer or security holder of the Issuer, full information regarding the number of shares sold at each separate price.
6. Represents weighted average sales price. The shares were sold at prices ranging from \$87.99 to \$88.98. The Reporting Person will provide upon request, to the SEC, the Issuer or security holder of the Issuer, full information regarding the number of shares sold at each separate price.
7. Represents weighted average sales price. The shares were sold at prices ranging from \$88.99 to \$89.97. The Reporting Person will provide upon request, to the SEC, the Issuer or security holder of the Issuer, full information regarding the number of shares sold at each separate price.
8. Represents weighted average sales price. The shares were sold at prices ranging from \$89.99 to \$90.97. The Reporting Person will provide upon request, to the SEC, the Issuer or security holder of the Issuer, full information regarding the number of shares sold at each separate price.
9. Represents weighted average sales price. The shares were sold at prices ranging from \$90.99 to \$91.98. The Reporting Person will provide upon request, to the SEC, the Issuer or security holder of the Issuer, full information regarding the number of shares sold at each separate price.
10. Represents weighted average sales price. The shares were sold at prices ranging from \$91.99 to \$92.98. The Reporting Person will provide upon request, to the SEC, the Issuer or security holder of the Issuer, full information regarding the number of shares sold at each separate price.
11. Represents weighted average sales price. The shares were sold at prices ranging from \$83.695 to \$84.69. The Reporting Person will provide upon request, to the SEC, the Issuer or security holder of the Issuer, full information regarding the number of shares sold at each separate price.
12. Represents weighted average sales price. The shares were sold at prices ranging from \$84.70 to \$85.69. The Reporting Person will provide upon request, to the SEC, the Issuer or security holder of the Issuer, full information regarding the number of shares sold at each separate price.
13. Represents weighted average sales price. The shares were sold at prices ranging from \$85.70 to \$86.65. The Reporting Person will provide upon request, to the SEC, the Issuer or security holder of the Issuer, full information regarding the number of shares sold at each separate price.
14. Represents weighted average sales price. The shares were sold at prices ranging from \$86.74 to \$87.66. The Reporting Person will provide upon request, to the SEC, the Issuer or security holder of the Issuer, full information regarding the number of shares sold at each separate price.
15. Represents weighted average sales price. The shares were sold at prices ranging from \$87.75 to \$88.58. The Reporting Person will provide upon request, to the SEC, the Issuer or security holder of the Issuer, full information regarding the number of shares sold at each separate price.
16. Represents weighted average sales price. The shares were sold at prices ranging from \$83.00 to \$83.995. The Reporting Person will provide upon request, to the SEC, the Issuer or security holder of the Issuer, full information regarding the number of shares sold at each separate price.
17. Represents weighted average sales price. The shares were sold at prices ranging from \$84.00 to \$84.99. The Reporting Person will provide upon request, to the SEC, the Issuer or security holder of the Issuer, full information regarding the number of shares sold at each separate price.
18. Represents weighted average sales price. The shares were sold at prices ranging from \$85.00 to \$85.98. The Reporting Person will provide upon request, to the SEC, the Issuer or security holder of the Issuer, full information regarding the number of shares sold at each separate price.
19. Represents weighted average sales price. The shares were sold at prices ranging from \$86.00 to \$86.81. The Reporting Person will provide upon request, to the SEC, the Issuer or security holder of the Issuer, full information regarding the number of shares sold at each separate price.
20. Represents weighted average sales price. The shares were sold at prices ranging from \$87.00 to \$87.98. The Reporting Person will provide upon request, to the SEC, the Issuer or security holder of the Issuer, full information regarding the number of shares sold at each separate price.
21. Represents weighted average sales price. The shares were sold at prices ranging from \$88.00 to \$88.99. The Reporting Person will provide upon request, to the SEC, the Issuer or security holder of the Issuer, full information regarding the number of shares sold at each separate price.
22. Represents weighted average sales price. The shares were sold at prices ranging from \$89.00 to \$89.82. The Reporting Person will provide upon request, to the SEC, the Issuer or security holder of the Issuer, full information regarding the number of shares sold at each separate price.
23. The shares are held by the Edward Y. Abbo and Alison C. Abbo 2001 Family Trust, of which the Reporting Person is trustee.

**Remarks:**

/s/ Brady Mickelsen,  
Attorney-in-Fact

03/10/2021

\*\* 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.