

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

1. Name and Address of Reporting Person* <u>ABBO EDWARD Y</u>			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 <input type="checkbox"/> 10% Owner <input type="checkbox"/> <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <u>Chief Technology Officer</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>12/23/2021</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
C/O C3.AI, INC. 1300 SEAPORT BLVD, SUITE 500			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>REDWOOD CITY CA 94063</u>								
(City)	(State)	(Zip)						

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		G		3,000	D	\$0.00	56,415	D	
Class A Common Stock	08/16/2021		G		99,137	D	\$0.00	0	I	See Footnote ⁽¹⁾
Class A Common Stock	08/16/2021		G		99,137	A	\$0.00	155,552	D	
Class A Common Stock	12/23/2021		M		13,238	A	\$2.82	168,790	D	
Class A Common Stock	12/23/2021		M		21,929	A	\$4.56	190,719	D	
Class A Common Stock	12/23/2021		M		21,929	A	\$4.56	212,648	D	
Class A Common Stock								149,577	I	See Footnote ⁽²⁾
Class A Common Stock								149,578	I	See Footnote ⁽³⁾
Class A Common Stock								149,578	I	See Footnote ⁽⁴⁾

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
Stock Option (Right to Buy)	\$34.25	12/23/2021		A		300,000		(5)	12/22/2031	Class A Common Stock	300,000	\$0.00	300,000	D	
Stock Option (Right to Buy)	\$2.82	12/23/2021		M			13,238	(6)	05/22/2028	Class A Common Stock	13,238	\$0.00	47,874 ⁽⁷⁾	D	
Stock Option (Right to Buy)	\$4.56	12/23/2021		M		21,929		(8)	06/12/2029	Class A Common Stock	21,929	\$0.00	144,738 ⁽⁹⁾	D	
Stock Option (Right to Buy)	\$4.56	12/23/2021		M		21,929		(10)	07/05/2030	Class A Common Stock	21,929	\$0.00	144,738 ⁽⁹⁾	D	

Explanation of Responses:

- The shares are held by the Edward Y. Abbo and Alison C. Abbo 2001 Family Trust, of which the Reporting Person is trustee.
- The shares were received in connection with the division of the Abbo 2012 Children's Trust. The shares are held by the Abbo 2012 Children's Trust FBO Casey Cecile Abbo, of which the Reporting Person is trustee.
- The shares were received in connection with the division of the Abbo 2012 Children's Trust. The shares are held by the Abbo 2012 Children's Trust FBO Dana Lauren Abbo, of which the Reporting Person is trustee.
- The shares were received in connection with the division of the Abbo 2012 Children's Trust. The shares are held by the Abbo 2012 Children's Trust FBO Layla Grace Abbo, of which the Reporting Person is trustee.
- Twenty percent (20%) of the shares subject to the option grant shall vest on December 15, 2022, and the remaining eighty percent (80%) of each such grant vests on a monthly basis for the following four years, so long as the Reporting Person continues to provide services through such vesting dates.
- Twenty percent (20%) of the shares subject to the option grant vested on May 23, 2019, and the remaining eighty percent (80%) of each such grant vests on a monthly basis for the following four years, so long as the Reporting Person continues to provide services through such vesting dates.
- Due to rounding in connection with the reverse stock split, the total shares include 2 additional shares that were not originally reported on the Reporting Person's Form 3.
- Twenty percent (20%) of the shares subject to the option grant vested on May 1, 2020, and the remaining eighty percent (80%) of each such grant vests on a monthly basis for the following four years, so long as the Reporting Person continues to provide services through such vesting dates.

9. Due to rounding in connection with the reverse stock split, the total shares include 1 additional share that was not originally reported on the Reporting Person's Form 3.

10. Twenty percent (20%) of the shares subject to the option grant vest on May 1, 2021, and the remaining eighty percent (80%) of each such grant vests on a monthly basis for the following four years, so long as the Reporting Person continues to provide services through such vesting dates.

Remarks:

/s/ Richard J. Lutton, Jr.,
Attorney-in-Fact

12/28/2021

** 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.