

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* SIEBEL THOMAS M (Last) (First) (Middle) C/O C3.AI, INC. 1300 SEAPORT BLVD, SUITE 500 (Street) REDWOOD CITY CA 94603 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol C3.ai, Inc. [AI]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Executive Officer
	3. Date of Earliest Transaction (Month/Day/Year) 02/01/2023	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	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

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	02/01/2023		M		53,125	A	(1)	1,809,515	D	
Class A Common Stock	02/01/2023		F		19,625	D	\$21.68	1,789,890	D	
Class A Common Stock	02/02/2023		G	V	33,500	D	\$0.00	1,756,390	D	
Class A Common Stock	02/02/2023		G	V	33,500	A	\$0.00	3,583,894	I	See Footnote(2)
Class A Common Stock								9,216	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)

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
Restricted Stock Units	(1)	02/01/2023		M		53,125	(7)	(7)	(7)	Class A Common Stock	53,125	\$0.00	690,625	D	
Class B Common Stock	(8)	12/20/2022		G	V	6,614(9)	(8)	(8)	(8)	Class A Common Stock	6,614	\$0.00	0	I	See Footnote(10)
Class B Common Stock	(8)	12/20/2022		G	V	6,614(9)	(8)	(8)	(8)	Class A Common Stock	6,614	\$0.00	0	I	See Footnote(11)
Class B Common Stock	(8)	12/20/2022		G	V	13,228(12)	(8)	(8)	(8)	Class A Common Stock	13,228	\$0.00	2,072,820	I	See Footnote(2)
Class B Common Stock	(8)						(8)	(8)	(8)	Class A Common Stock	500,000		500,000	I	See Footnote(3)

Explanation of Responses:

- Each Restricted Stock Unit (RSU) represents a contingent right to receive one share of the Issuer's Class A Common Stock upon settlement.
- The shares are held by The Siebel Living Trust u/a/d 7/27/93, as amended, of which the Reporting Person is trustee.
- The shares are held by First Virtual Holdings, LLC, of which the Reporting Person is Chairman.
- The shares are held by Siebel Asset Management, L.P., of which the Reporting Person is the general partner.
- The shares are held by Siebel Asset Management III, L.P., of which the Reporting Person is the general partner.
- The shares are held by The Siebel 2011 Irrevocable Children's Trust, of which the Reporting Person is co-trustee.
- 6.25% of each such RSU award vested on August 1, 2022 and 6.25% of each such RSU award shall vest on a quarterly basis thereafter, so long as the Reporting Person continues to provide services through such vesting date.
- Each share of Class B Common Stock is convertible at any time at the option of the holder into one share of Class A Common Stock.
- On December 22, 2022, shares held by the annuity trust were transferred to The Siebel Living Trust u/a/d 7/27/1993 to satisfy annuity payments.
- The shares are held by The Siebel 2020 Annuity Trust III u/a/d 12/3/2020, of which the Reporting Person is the trustee.
- The shares are held by The Siebel 2020 Annuity Trust IV u/a/d 12/3/2020, of which the Reporting Person is the trustee.
- On December 22, 2022, these shares that were held by the annuity trusts were transferred to The Siebel Living Trust u/a/d 7/27/1993 to satisfy annuity payments.

Remarks:

/s/ Eric Jensen, Attorney-in-Fact 02/03/2023

** 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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