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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).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person * <u>Chavez Manuel III</u> (Last) (First) (Middle) 30 W. 4TH STREET (Street) CINCINNATI OH 45202 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Mobile Infrastructure Corp [BEEP]</u>	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) Other (specify below) CEO
	3. Date of Earliest Transaction (Month/Day/Year) 01/10/2024	
	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			

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
LTIP Units	(1)	01/10/2024		A		786,634 ⁽²⁾		(2)(3)	(3)	Common Stock	786,634	\$0	786,634	D	
LTIP Units	(1)	01/12/2024		A		64,114		(3)(5)	(3)	Common Stock	64,114	\$0	64,114	D	
LTIP Units	(1)							(3)(4)	(3)	Common Stock	261,100		261,100	D	

Explanation of Responses:

- Represents units designated as LTIP Units in Mobile Infra Operating Company, LLC (the "Operating Company"), the operating partnership of the Issuer. This grant was awarded in connection with the payment of annual executive compensation for the Reporting Person's base salary and portions of his annual bonus and equity award covering fiscal 2023 and 2024, pursuant to an LTIP Unit Agreement. When vested, each LTIP Unit is converted at the option of the holder into a common unit in the Operating Company. Each common unit acquired upon the conversion of an LTIP Unit is redeemable by the holder for shares of common stock of the Issuer on a one-for-one basis. The Issuer may elect, at its option, to pay cash in lieu of issuing shares of common stock for all or any redeemed common units.
- Consists of: (i) 210,975 vested LTIP Units, (ii) 411,185 LTIP Units that vest in equal installments on each of the next three anniversaries of the grant date, and (iii) 164,474 LTIP Units were granted to the Reporting Person in lieu of cash base salary for fiscal 2024 (as elected by the Reporting Person), which vest in four equal installments on each of April 10, 2024, July 10, 2024, October 10, 2024 and January 10, 2025, subject to the Reporting Person's continued employment by the Issuer as of each such date.
- LTIP Units do not have an expiration date.
- Consists of: (i) 20,325 vested LTIP Units, (ii) 101,626 LTIP Units scheduled to vest in three equal installments on each of the next three anniversaries of February 28, 2023, and (iii) 139,149 LTIP Units that will vest on August 25, 2024, subject to continuous employment of the Reporting Person.
- These LTIP Units were awarded in connection with the payment of accrued but unpaid base salary and bonus for fiscal year 2021 and are fully vested as of the grant date.

/s/ Allison A. Westfall as
Attorney-in-Fact for Manuel 01/12/2024
Chavez III

** 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.