

OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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

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 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;">CEO</p>
	3. Date of Earliest Transaction (Month/Day/Year) 01/08/2025	
	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)(2)	01/08/2025		A		155,562		(1)(3)	(1)(3)	Common Stock	155,562	\$0	1,267,410 ⁽⁴⁾	D	

Explanation of Responses:

- Represents units of limited liability company interest in Mobile Infra Operating Company, LLC, a Delaware limited liability company (the "Operating Company"). Subject to the terms and conditions of the Limited Liability Company Agreement of the Operating Company (the "OC Agreement") and the pertinent LTIP Unit agreement, following the date on which such LTIP Units vest, LTIP Units become convertible into common units of limited liability company interest ("Common Units") in the Operating Company at the option of a holder or the Issuer. LTIP Units do not have an expiration date.
- Each Common Unit is intended to have an economic interest equivalent to one share of common stock of the Issuer. Subject to the terms and conditions of the OC Agreement, Common Units are redeemable and may be exchanged, without consideration, by the holder of such Common Units for an equivalent number of shares of common stock or for the cash value of such shares, at the discretion of the Issuer.
- Granted to the Reporting Person in lieu of cash base salary for fiscal 2025 (as elected by the Reporting Person) and will vest in four equal installments on each of April 8, 2025, July 8, 2025, October 8, 2025, and January 8, 2026, subject to the Reporting Person's continued employment by the Issuer as of each such date.
- Consists of: (i) 769,973 vested LTIP Units, (ii) 67,751 LTIP Units vesting in equal installments on February 28, 2025 and February 28, 2026, (iii) 274,124 LTIP Units vesting in equal installments on January 10, 2025 and January 10, 2026, and (iv) 155,562 LTIP Units vesting in four equal installments on each of April 8, 2025, July 8, 2025, October 8, 2025, and January 8, 2026.

/s/ Manuel Chavez III 01/10/2025
 ** 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.