

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>Hogue Stephanie</u>  (Last) (First) (Middle) <u>30 W. 4TH STREET</u>  (Street) <u>CINCINNATI OH 45202</u>  (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) <p style="text-align: center;"><b>President &amp; CFO</b></p>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/31/2024</u>	
	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					
Performance Units	(1)(2)	05/31/2024		D <sup>(3)</sup>		843,750		(1)(2)	(1)(2)	Common Stock	843,750	(3)	0	D
Performance Units	(1)(2)	05/31/2024		A <sup>(3)</sup>		843,750		(1)(2)	(1)(2)	Common Stock	843,750	(3)	843,750	D

**Explanation of Responses:**

- Represents unvested performance units of limited liability company interest ("Performance Units") in the Operating Company. Subject to the terms and conditions of the OC Agreement and the performance unit award agreement of the Reporting Person (the "Award Agreement"), Performance Units will vest following the achievement of certain performance objectives by the Reporting Person. Once vested, Performance Units are convertible into Common Units on a one-for-one basis, subject to any holding period. Unvested Performance Units will be forfeited upon the expiration of the pertinent performance period, as defined in the Award Agreement, unless the performance objectives of the Reporting Person are achieved during the applicable performance period. See Footnote (2) for capitalized terms not otherwise defined herein.
- "Common Units" means common 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"), 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 of the Issuer or for the cash value of such shares, at the discretion of the Issuer. Common Units do not have an expiration date.
- These two reported transactions involved an amendment of unvested Performance Units, resulting in the deemed cancellation of the old Performance Units and the deemed grant of new Performance Units. The Performance Units were originally received on August 25, 2023. As amended, the Award Agreement provides that fifty percent (50%) of the Performance Units will vest if the aggregate volume-weighted average price per share of the Issuer's common stock for any 5-consecutive trading day period equals or exceeds \$13.00 per share at any time on or prior to December 31, 2026. The remaining fifty percent (50%) of the Performance Units will vest if the aggregate volume-weighted average price per share of the Issuer's common stock for any 5-consecutive trading day period equals or exceeds \$16.00 per share at any time on or prior to December 31, 2028.

/s/ Stephanie Hogue 06/03/2024

\*\* 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.