

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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

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

1. Name and Address of Reporting Person * <u>Shaw John William</u> (Last) (First) (Middle) <u>1005 E. LAS TUNAS DR.</u> <u>#116</u> (Street) <u>SAN GABRIEL CA 91776</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>SAFE & GREEN HOLDINGS CORP. [SGBX]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <u>X</u> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/18/2023</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <u>X</u> Form filed by One Reporting Person Form filed by More than One Reporting Person
	Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.	

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			
Common Stock	05/18/2023		X ⁽¹⁾		22,100	A	\$1	4,454,600 ⁽⁴⁾	D	
Common Stock	05/19/2023		X ⁽²⁾		368,700	A	\$2	4,454,600 ⁽⁴⁾	D	
Common Stock	05/19/2023		X ⁽³⁾		163,700	A	\$1	4,454,600 ⁽⁴⁾	D	

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	Amount or Number of Shares				
Put Option (obligation to buy)	\$1	05/18/2023		X ⁽¹⁾			221	(S)	05/19/2023	Common Stock	22,100	\$0	0	D	
Put Option (obligation to buy)	\$2	05/19/2023		X ⁽²⁾			3,687	(S)	05/19/2023	Common Stock	368,700	\$0	0	D	
Put Option (obligation to buy)	\$1	05/19/2023		X ⁽³⁾			1,637	(S)	05/19/2023	Common Stock	163,700	\$0	0	D	

Explanation of Responses:

1. The counterparty to certain of the Reporting Person's outstanding short put options exercised such options and the Reporting Person was obligated to purchase these shares at an exercise price of \$1.00 per share.
2. The counterparty to certain of the Reporting Person's outstanding short put options exercised such options and the Reporting Person was obligated to purchase these shares at an exercise price of \$2.00 per share.
3. The counterparty to certain of the Reporting Person's outstanding short put options exercised such options and the Reporting Person was obligated to purchase these shares at an exercise price of \$1.00 per share.
4. As of 05/19/2023 this amount includes the rights and/or the obligations to purchase 1,111,900 shares in the aggregate that are exercisable subject to various call and put option contracts.
5. Denotes option exercisable at any time prior to the expiration date.

/s/ John William Shaw 05/22/2023
** 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.

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.