

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>Rogers William Jeffrey</u> (Last) (First) (Middle) C/O SAFE & GREEN HOLDINGS CORP., 990 BISCAYNE BLVD., #501, OFFICE 12 (Street) MIAMI FL 33132 (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 10% Owner Officer (give title below) Other (specify below) X Chief Operating Officer
	3. Date of Earliest Transaction (Month/Day/Year) 11/23/2022	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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	11/23/2022		J ⁽¹⁾		4,000	D	\$1.3421	233,500	D	
Common Stock	11/25/2022		J ⁽¹⁾		1,100	D	\$1.3166	232,400	D	
Common Stock	11/28/2022		J ⁽¹⁾		3,225 ⁽¹⁾	D	\$1.3058	229,175	D	
Common Stock	11/29/2022		J ⁽¹⁾		566 ⁽¹⁾	D	\$1.2659	228,609	D	
Common Stock	11/30/2022		J ⁽¹⁾		2,051 ⁽¹⁾	D	\$1.2609	226,558	D	
Common Stock	12/01/2022		J ⁽¹⁾		6,100 ⁽¹⁾	D	\$1.234	220,458	D	
Common Stock	12/02/2022		J ⁽¹⁾		3,431 ⁽¹⁾	D	\$1.2853	217,027	D	
Common Stock	12/05/2022		J ⁽¹⁾		700 ⁽¹⁾	D	\$1.2563	216,327	D	
Common Stock	12/06/2022		J ⁽¹⁾		983 ⁽¹⁾	D	\$1.2703	215,344	D	
Common Stock	12/07/2022		J ⁽¹⁾		3,502 ⁽¹⁾	D	\$1.24	211,842	D	
Common Stock	12/08/2022		J ⁽¹⁾		4,400 ⁽¹⁾	D	\$1.2488	207,442	D	
Common Stock	12/09/2022		J ⁽¹⁾		2,000 ⁽¹⁾	D	\$1.238	205,442	D	
Common Stock	12/12/2022		J ⁽¹⁾		4,700 ⁽¹⁾	D	\$1.239	200,742	D	
Common Stock	12/13/2022		J ⁽¹⁾		2,389 ⁽¹⁾	D	\$1.3052	198,353	D	
Common Stock	12/14/2022		J ⁽¹⁾		1,402 ⁽¹⁾	D	\$1.2516	196,951	D	
Common Stock	12/15/2022		J ⁽¹⁾		1,488 ⁽¹⁾	D	\$1.2087	195,463	D	
Common Stock	12/16/2022		J ⁽¹⁾		2,358 ⁽¹⁾	D	\$1.21	193,105	D	
Common Stock	12/19/2022		J ⁽¹⁾		4,000 ⁽¹⁾	D	\$1.1955	189,105	D	
Common Stock	12/20/2022		J ⁽¹⁾		2,359 ⁽¹⁾	D	\$1.1901	186,746	D	
Common Stock	12/21/2022		J ⁽¹⁾		1,717 ⁽¹⁾	D	\$1.223	185,029	D	
Common Stock	12/22/2022		J ⁽¹⁾		3 ⁽¹⁾	D	\$1.2013	185,026	D	
Common Stock	02/09/2023		J ⁽¹⁾		2,899 ⁽¹⁾	D	\$1.2924	182,127	D	
Common Stock	02/10/2023		J ⁽¹⁾		359 ⁽¹⁾	D	\$1.2903	181,768	D	
Common Stock	02/13/2023		J ⁽¹⁾		1 ⁽¹⁾	D	\$1.25	181,767	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					

Explanation of Responses:

1. Represents sales of common stock effected under the sole direction of American Stock Transfer & Trust Company, the issuer's transfer agent, to cover the Reporting Person's tax obligations.

/s/ William Jeffrey Rogers

05/10/2023

** 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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