SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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* Francis Knuettel II (Last) (First) (Middle) C/O CHROMOCELL THERAPEUTICS CORPORATION 4400 ROUTE 9 SOUTH, SUITE 1000 (Street) FREEHOLD NJ 07728 (City) (State) (Zip)	2. Issuer Name **and** Ticker or Trading Symbol Chromocell Therapeutics Corp [CHRO] 3. Date of Earliest Transaction (Month/Day/Year) 06/14/2024 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) CEO, Pres., CFO Treas & Secty 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person 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	Amount or Number of Shares				
Stock Options	$1.3	06/14/2024		A		27,778		06/14/2024	06/14/2034	Common Stock	27,778	(1)	52,778	I	Camden Capital LLC[(2)]
Stock Options	$1.3	06/14/2024		A		324,000		(3)	06/14/2034	Common Stock	324,000	(3)	376,778	D	

Explanation of Responses:

1. On June 14, 2024, Camden Capital LLC was granted stock options to purchase 27,778 shares of common stock at an exercise price of $1.30 per share, which were fully vested.

2. The securities are held by Camden Capital LLC. The Reporting Person, as the manager of Camden Capital LLC, is deemed to be a beneficial owner of these securities.

3. On June 14, 2024, the Reporting Person was granted stock options to purchase 324,000 shares of common stock at an exercise price of $1.30 per share, which shall vest on a quarterly basis over a period of two (2) years.

/s/ Francis Knuettel II	06/18/2024
** 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.