

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>GARDINER SANDRA A.</u> (Last) (First) (Middle) 3957 POINT EDEN WAY (Street) HAYWARD CA 94545 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Pulse Biosciences, Inc. [PLSE]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>CFO & EVP Admin. and Finance</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/18/2019</u>	
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			

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
Stock Option (right to buy)	\$13.94	11/18/2019		A		103,842		11/18/2020 ⁽¹⁾	11/18/2029	Common Stock	103,842	\$0.00	103,842	D	
Stock Option (right to buy)	\$13.94	11/18/2019		A	V	103,842		(2)	11/18/2029	Common Stock	103,842	\$0.00	103,842	D	

Explanation of Responses:

- The shares subject to the option will vest in equal annual installments over the following four years on the anniversary of the grant date, subject to the Reporting Person's continued service through each vesting date.
- The shares subject to the option shall vest based upon the achievement of performance objectives, with vesting targets set no less than one-fourth (1/4) vesting per year upon achievement of said objectives established by the Compensation Committee of the Issuer, subject to the Reporting Person's continued service through each vesting date. If performance objectives are not set by the Compensation Committee, the shares subject to the option will vest in equal annual installments over the following four years on the anniversary of the grant date, subject to the Reporting Person's continued service through each vesting date.

Remarks:

/s/ Darrin R. Uecker, as Attorney-in-Fact 11/19/2019
 ** 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.