

OMB APPROVAL	
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**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

1. Name and Address of Reporting Person* <u>KEEN VICTOR F</u>  (Last) (First) (Middle) C/O THE CORETEC GROUP INC. 333 JACKSON PLAZA, SUITE 1200  (Street) ANN ARBOR, MI 48103  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CORETEC GROUP INC. [ CRTG ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)  Co-Chairman
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/02/2022</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			
Common Stock	02/02/2022		s <sup>(1)</sup>		36,690 <sup>(4)</sup>	D	\$0.049	3,707,021 <sup>(4)</sup>	I	By Carlton James Ltd
Common Stock	02/03/2022		s <sup>(2)</sup>		36,690 <sup>(4)</sup>	D	\$0.052	3,670,331 <sup>(4)</sup>	I	By Carlton James Ltd
Common Stock	02/04/2022		s <sup>(3)</sup>		36,690 <sup>(4)</sup>	D	\$0.045	3,633,641 <sup>(4)</sup>	I	By Carlton James Ltd

**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		Date Exercisable	Expiration Date					

**Explanation of Responses:**

- On February 2, 2022, Carlton James Ltd. sold an aggregate of 250,000 shares of common stock in open market transactions at a price per share equal to \$0.049403, reducing Mr. Keen's pecuniary interest in the shares held by Carlton James Ltd. by 36,690 shares.
- On February 3, 2022, Carlton James Ltd. sold an aggregate of 250,000 shares of common stock in open market transactions at a price per share equal to \$0.052588, reducing Mr. Keen's pecuniary interest in the shares held by Carlton James Ltd. by 36,690 shares.
- On February 4, 2022 Carlton James Ltd. sold an aggregate of 250,000 shares of common stock in open market transactions at a price per share equal to \$0.045713, reducing Mr. Keen's pecuniary interest in the shares held by Carlton James Ltd by 36,690 shares.
- Represents Reporting Person's pecuniary interest in shares sold and held by Carlton James Ltd.

/s/ Victor F. Keen 02/04/2022  
 \*\* 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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