

<b>OMB APPROVAL</b>	
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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

<b>1. Name and Address of Reporting Person*</b> <u>Huang James</u>  (Last) (First) (Middle) <u>C/O WINDTREE THERAPEUTICS, INC.</u> <u>2600 KELLY ROAD, SUITE 100</u>  (Street) <u>WARRINGTON PA 18976</u>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>WINDTREE THERAPEUTICS INC /DE/ [ WINT ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>12/06/2019</u>	
	<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>	
<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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			
Common Stock	12/06/2019		P		1,655,629	A	\$3.02	6,182,974	I	Via Panacea Venture Healthcare Fund I L.P. <sup>(1)</sup>
Common Stock	12/06/2019		A <sup>(2)</sup>		96,429	A	\$0 <sup>(2)</sup>	210,844	I	Via Rui Jin (HK) Consulting Management Company Limited

**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
Series I Warrants	\$4.03	12/06/2019		P		827,815		06/06/2020	12/06/2024	Common Stock	827,815	\$0 <sup>(3)</sup>	827,815	I	Via Panacea Venture Healthcare Fund I L.P. <sup>(1)</sup>

**Explanation of Responses:**

- The Reporting Person is Director of Panacea Venture Healthcare Fund GP I L.P. The Reporting Person disclaims beneficial ownership of the shares held by Panacea Venture Healthcare Fund I L.P., except to the extent of his pecuniary interest therein.
- Issued in connection with a Placement Agency Agreement for the Company's offering of common stock and warrants on December 6, 2019. The Reporting Person is a Director of Rui Jin (HK) Consulting Management Company Limited.
- Issued in connection with the purchase of shares of common stock on December 6, 2019 as reported above.

/s/ Mary B. Templeton, Esq., as Attorney-in-Fact 12/09/2019

\*\* 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.