

**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>ROSENTHALE MARVIN E</u>  (Last) (First) (Middle) 2600 KELLY ROAD SUITE 100  (Street) WARRINGTON PA 18976  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>WINDTREE THERAPEUTICS INC /DE/ [ WINT ]</u>  3. Date of Earliest Transaction (Month/Day/Year) 08/04/2016  4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)
6. Individual or Joint/Group Filing (Check Applicable Line) <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	08/04/2016		A		4,348 <sup>(1)</sup>	A	\$0	6,211 <sup>(2)</sup>	D	
Common Stock								595 <sup>(2)</sup>	I	By Spouse <sup>(3)</sup>
Common Stock								1,071 <sup>(2)</sup>	I	By Trust <sup>(4)</sup>

**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
Non-Qualified Stock Option (Right to Buy)	\$1.84	08/04/2016		A		15,000		08/04/2017 <sup>(5)</sup>	08/04/2026	Common Stock	15,000	\$0	15,000	D	

**Explanation of Responses:**

1. Restricted stock units (RSUs), which represent a contingent right to receive the equivalent number of shares of common stock. The RSUs shall fully vest upon the first anniversary of the grant date or as provided under the Award Agreement and 2011 Plan.
2. Adjusted to reflect 1-for-14 reverse stock split effective January 22, 2016.
3. Dr. Rosenthale disclaims beneficial ownership of shares held by, or for the benefit of, his spouse.
4. Shares held by the Marvin and Patricia Rosenthale Family Revocable Trust; Marvin and Patricia Rosenthale, Trustees.
5. Stock option shall fully vest upon the first anniversary of the grant date or as provided under the Award Agreement and 2011 Plan.

/s/ Mary B. Templeton, Esq., as Attorney-in-Fact 08/08/2016

\*\* 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.