

FORM 4

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

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 OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * Rice William G.	2. Issuer Name and Ticker or Trading Symbol Aptose Biosciences Inc. [APTO]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chair, President & CEO
(Last) (First) (Middle) C/O APTOSE BIOSCIENCES INC., 251 CONSUMERS ROAD, SUITE 1105	3. Date of Earliest Transaction (Month/Day/Year) 07/10/2020	
(Street) TORONTO, A6 M2J 4R3	4. If Amendment, Date Original Filed(Month/Day/Year)	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
(City) (State) (Zip)	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 Shares	07/10/2020		S	(1)	168,891	(2)	D	\$ 6.05	297,523	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1474 (9-02)
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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 Underlying Securities (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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date					

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rice William G. C/O APTOSE BIOSCIENCES INC. 251 CONSUMERS ROAD, SUITE 1105 TORONTO, A6 M2J 4R3	X		Chair, President & CEO	

Signatures

/s/ Janet Clennett as attorney-in-fact for William G. Rice		07/10/2020
**Signature of Reporting Person		Date

Explanation of Responses:

* 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).

- The reporting person's sale of APTO common stock reported herein (see footnote 2 below) was matchable under Section 16(b) of the Securities Exchange Act of 1934, to the extent of 3,400 shares, with the reporting person's purchase of 3,400 shares of APTO common stock at a price of \$5.8244 per share on March 25, 2020. The reporting person has agreed to pay to Aptose Biosciences Inc., upon settlement of the sale, \$767.04, representing the full amount of the profit realized in connection with the short-swing transaction, less transaction costs.
- (1) Represents shares automatically sold by the reporting person to satisfy tax withholding obligations in connection with the vesting of 300,000 restricted stock units, previously reported on a Form 4/A filed with the Securities and Exchange Commission on March 10, 2020.
- (2) Represents shares automatically sold by the reporting person to satisfy tax withholding obligations in connection with the vesting of 300,000 restricted stock units, previously reported on a Form 4/A filed with the Securities and Exchange Commission on March 10, 2020.

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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