FORM 4

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

| OMB APPR | OVAL |
|---------------------|----------|
| OMB Number: | 3235-028 |
| Estimated average b | ourden |
| hours por rosponso | 0.1 |

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 | e Responses) | | | | | | | | | | | | | | | | | | | | |
|--|---|--|---|--|-------------|-------------------------------|------|------------|--|-------|--|--|--|---|-------|---|---|--|---|-----------------------------------|---|
| 1. Name and Address of Reporting Person* | | | | Issuer Name and Ticker or Trading Symbol Aptose Biosciences Inc. [APTO] | | | | | | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner | | | | | | | | |
| Marango Jotin (Last) (First) (Middle) C/O APTOSE BIOSCIENCES INC., 251 CONSUMERS ROAD, SUITE 1105 (Street) | | | F | | | | | | | | | | | | | | | | | | |
| | | | | Date of Earliest Transaction (Month/Day/Year) 01/04/2021 4. If Amendment, Date Original Filed(Month/Day/Year) | | | | | | | | | | X_ Officer (give title below) Other (specify below) Senior VP, Chief Bus. Officer | | | | | | | |
| | | | 4 | | | | | | | | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person | | | | | | | |
| TORONTO, A6 M2J 4R3 | | | | | | | | | | | | | | Form filed by More than One Reporting Person | | | | | | | |
| (City) | | (State) | (| (Zip) | | | | Т | able | : I - | Non-Deriv | ative S | ecuritie | es Acquired, Disposed of, or Beneficially Owned | | | | | ı | | |
| (Instr. 3) Date | | ransaction e onth/Day/Y | 2A. Deeme Execution I any (Month/Day | | Date, if (| 3. Trans Code (Instr. 8 | | (A) (In | 4. Securities A (A) or Dispose (Instr. 3, 4 and (A) Amount (D) | | f (D) | Owned Following Reported Transaction(s) (Instr. 3 and 4) Ownership of Form: Direct (D) or Indirect (I) | | | of Be | Nature Indirect eneficial wnership nstr. 4) | | | | | |
| Reminder: R | eport on a sep | parate line for each c | lass o | | п - | Derivat | tive | Securities | s Acc | quii | Persons | rm are ly vali | not red d OMB | equired contro | to re | espond ur mber. | | on contained form display | | C 147 | 4 (9-02) |
| Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | Exec any | Deemed aution Date on the Day/Ye | , if | 4. | | 5. Numb | mber of ntive ties red (A) posed of 3, 4, | | 6. Date Exercisable Expiration Date (Month/Day/Year) | | | 7. Title and of Underlyi Securities (Instr. 3 and | | ng I | 8. Price of Derivative Security (Instr. 5) | Securities Beneficially Owned Following Reported Transaction(s) | Owner Form of Derivate Securi Direct or Indi | of tive ty: (D) trect | 11. Natu of Indire Beneficia Ownersh (Instr. 4) |
| | | | | | | Code V | | (A) | (D) | | Date Exercisable | Expiration Date | | Title | | Amount or Number of Shares | | (Instr. 4) | (Instr. | 4) | |
| Employee Stock Option (Right to Buy) | \$ 4.37 | 01/04/2021 | | | | A | | 343,000 | 0 | | (1) | 01/04 | 1/2031 | Comr Shar | | 343,000 | \$ 0 | 343,000 | D | | |
| Report | ing Ov | vners | | | | | | | | | | | | | | | | | | | |
| | | | Relationships | | | | | | | | | | | | | | | | | | |
| Repo | Reporting Owner Name / Address Director | | | | 10% Officer | | | | | | | | | | | | | | | | |
| Marango Jotin C/O APTOSE BIOSCIENCES INC. 251 CONSUMERS ROAD, SUITE 1105 TORONTO, A6 M2J 4R3 | | | | Senior VP, Chief Bus. Officer | | | | | | | | | | | | | | | | | |

Signatures

| /s/ Janet Clennett as attorney-in-fact for Jotin Marango | 01/06/2021 | | | |
|--|------------|--|--|--|
| **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 options were granted on January 4, 2021. One-half of the options vest on January 4, 2022. The remaining one-half of the options vest as follows: 1/3 on January 4, 2023; 1/3 on January 4, 2024; and 1/3 on January 4, 2025.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

| Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. |
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