

# 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 * <b>KEEN VICTOR F</b>		2. Issuer Name and Ticker or Trading Symbol <b>CORETEC GROUP INC. [CRTG]</b>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Co-Chairman</b>	
(Last) (First) (Middle) <b>C/O THE CORETEC GROUP INC., 6804 SOUTH CANTON AVENUE, SUITE 150</b>		3. Date of Earliest Transaction (Month/Day/Year) <b>02/10/2021</b>			
(Street) <b>TULSA, OK 74136</b>		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 Stock	02/10/2021		S(1)		29,352 (2)	D	\$ 0.1615	3,991,263 (2)	I	By Carlton James Ltd
Common Stock	02/11/2021		S(3)		14,676 (3)	D	\$ 0.1449	3,976,587 (2)	I	By Carlton James Ltd

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

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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
KEEN VICTOR F C/O THE CORETEC GROUP INC. 6804 SOUTH CANTON AVENUE, SUITE 150 TULSA, OK 74136	X	X	Co-Chairman	

## Signatures

/s/ Victor F. Keen	02/12/2021
<small>**Signature of Reporting Person</small>	<small>Date</small>

### 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).
- (1) On February 10, 2021, Carlton James Ltd. sold an aggregate of 200,000 shares of common stock in open market transactions at a price per share equal to \$0.161485, reducing Mr. Keen's pecuniary interest in the shares held by Carlton James Ltd. by 29,352 shares.
- (2) Represents Reporting Person's pecuniary interest in shares sold and held by Carlton James Ltd.
- (3) On February 11, 2021, Carlton James Ltd. sold an aggregate of 100,000 shares of common stock in open market transactions at a price per share equal to \$0.144899, reducing Mr. Keen's pecuniary interest in the shares held by Carlton James Ltd. by 14,676 shares.

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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