

OMB APPROVAL table with OMB Number: 3235-0287, Estimated average burden hours per response: 0.5

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

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

Main header form containing reporting person details (BRANACCIO JOHN P), issuer name (Cardiff Oncology, Inc.), date of transaction (06/09/2022), and relationship (Former Director).

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Table I header with columns: 1. Title of Security, 2. Transaction Date, 2A. Deemed Execution Date, 3. Transaction Code, 4. Securities Acquired/Disposed, 5. Amount of Securities, 6. Ownership Form, 7. Nature of Indirect Beneficial Ownership.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Table II data table with 11 columns: 1. Title of Derivative Security, 2. Conversion or Exercise Price, 3. Transaction Date, 3A. Deemed Execution Date, 4. Transaction Code, 5. Number of Derivative Securities, 6. Date Exercisable and Expiration Date, 7. Title and Amount of Securities, 8. Price of Derivative Security, 9. Number of derivative Securities, 10. Ownership Form, 11. Nature of Indirect Beneficial Ownership. Includes rows for various stock options.

Explanation of Responses:

- 1. In connection with the Reporting Person's departure from the Board of Directors, the Compensation Committee accelerated the vesting of 26,800 stock options to June 9, 2022 from March 9, 2023. In addition, the Compensation Committee extended the expiration date of the stock options to June 9, 2024.
2. In connection with the Reporting Person's departure from the Board of Directors, the Compensation Committee accelerated the vesting of 22,000 stock options to June 9, 2022 from June 10, 2022. In addition, the Compensation Committee extended the expiration date of the stock options to June 9, 2024.
3. Expiration date of the stock options was extended to June 9, 2024.

Remarks:

/s/ John Braccaccio 06/09/2022

** 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.