FORM 4

to Section 16. Form 4 or Form obligations may continue. See

Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D	.C. 20549
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Check this box if no longer subject	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP
to Section 16. Form 4 or Form 5	
obligations may continue. See	

OMB APPROVAL 3235-0287 Estimated average burden hours per response: 0.5

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

Name and Address of Reporting Person* PURCEL DIANA G					2. Issuer Name and Ticker or Trading Symbol Ocean Power Technologies, Inc. [OPTT]										Relationshi heck all app X Direc	,	ng Per	rson(s) to Is 10% Ov	
(Last)	(Fir	est) (N	/liddle)		3. Date of Earliest Transaction (Month/Day/Year) 01/22/2024										Office below	er (give title v)		Other (s below)	specify
C/O OCEAN POWER TECHNOLOGIES, INC. 28 ENGELHARD DRIVE, SUITE B				4. If <i>I</i>	4. If Amendment, Date of Original Filed (Month/Day/Year)								Individual or Joint/Group Filing (Check Applicable ne) X Form filed by One Reporting Person				.		
(Street) MONRO TOWNS	NI	0	8831		Rul	Form filed by More than One Reporting Person Rule 10b5-1(c) Transaction Indication												orting	
(City)	(St	ate) (Z	<u>Z</u> ip)		Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.														
		Table	I - Noi	n-Deriva	tive S	Secu	rities	Acq	uired,	, Dis	posed of	, or I	Ben	eficia	ally Own	ed			
1. Title of Security (Instr. 3) 2. Transact Date (Month/Day						Exec if an	Deemed cution Date, ny nth/Day/Year)				es Acquired (A) o Of (D) (Instr. 3, 4			nd Securi Benefi Owned	ties cially I Following	Form (D) o	n: Direct r Indirect nstr. 4)	7. Nature of Indirect Beneficial Ownership	
									Code	v	Amount	(A) (D)) or)	Price	Report Transa (Instr.	action(s) 3 and 4)			(Instr. 4)
Common Stock 01/22/2					2024				Α		110,294		A	(1)	18	181,871		D	
	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)	ivative Conversion Date Execution Date, urity or Exercise (Month/Day/Year) if any			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)		f 9	8. Price of Derivative Security (Instr. 5)	9. Number derivative Securities Beneficiall Owned Following Reported Transactio (Instr. 4)	e (C s F illy C	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	or Nur of	ount mber ares					

Explanation of Responses:

1. Shares acquired upon the vesting of a restricted stock unit granted in January 2023.

/s/ Diana G. Purcel

01/23/2024

** 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.