

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

1. Name and Address of Reporting Person* <u>Humphries William D.</u>  (Last) (First) (Middle) <u>C/O PHASEBIO PHARMACEUTICALS, INC.</u> <u>1 GREAT VALLEY PARKWAY, SUITE 30</u>  (Street) <u>MALVERN PA 19355</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>PhaseBio Pharmaceuticals Inc [ PHAS ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/19/2022</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year) <u>05/20/2022</u>		

**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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

**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 Securities Underlying Derivative Security (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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Non-employee Director Stock Option (right to buy)	\$0.8419	05/19/2022		A		11,842 <sup>(1)</sup>		(2)	05/18/2032	Common Stock	11,842	\$0	11,842	D	
Restricted Stock Units	(3)	05/19/2022		A		2,538 <sup>(1)</sup>		(4)	(4)	Common Stock	2,538	\$0	2,538	D	

**Explanation of Responses:**

- This amendment is being filed to correct an error in the total Stock Options and RSUs acquired by the Reporting Person. All other information set forth in the May 20, 2022 Form 4 remains correct.
- The shares subject to the option shall vest on the earlier of the one-year anniversary of the grant date or the 2023 annual stockholder meeting, subject to the Reporting Person's continuous service through such date.
- Each Restricted Stock Unit ("RSU") represents a contingent right to receive one share of PhaseBio Pharmaceuticals, Inc. common stock.
- The RSUs shall vest and be delivered to the Reporting Person on the earlier of the one-year anniversary of the grant date or the 2023 annual stockholder meeting, subject to the Reporting Person's continuous service through such date.

**Remarks:**

/s/ John P. Sharp, Attorney-in-fact 06/10/2022

\*\* 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.