

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>Rangan Padmanabhan</u> (Last) (First) (Middle) 17146 FEATHERCRAFT LANE SUITE 450 (Street) WEBSTER TX 77598 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Nauticus Robotics, Inc. [KITT]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) Chief Financial Officer
	3. Date of Earliest Transaction (Month/Day/Year) 10/07/2022	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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			

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
RSU	(I)	10/07/2022		A		144,021		(2)	(2)	Common Stock	144,021	\$0.00	144,021	D	
Performance RSU	(I)	10/07/2022		A		249,637		(3)(4)	(3)(4)	Common Stock	249,637	\$0.00	249,637	D	

Explanation of Responses:

- Each Restricted Stock Unit ("RSU") is issued pursuant to the Company's 2022 Omnibus Incentive Plan and represents a contingent right to receive one share of common stock, and vesting (i.e., forfeiture restriction termination) generally is subject to the reporting person remaining an employee or director of the Company, its affiliates or subsidiaries.
- 50% of the RSUs vest on May 16 of each of 2023 and 2024.
- 0% to 150% of these Performance RSUs may vest in two (2) equal installments on each of December 31, 2023 and December 31, 2024, based on the Company's revenue, as reported on its audited income statement for the year ending December 31, 2022 ("Revenue"), relative to the Company's 2022 revenue as reported on its Form S-1 filed on September 9, 2022, as may be amended ("S-1 Revenue").
- The percentage of Performance RSUs that may vest will be (i) at the Compensation Committee's (the "Committee") discretion if the Revenue is below \$11 million; (ii) 50% if the Revenue is greater than or equal to \$11 million, but less than S-1 Revenue; (iii) 100% if the Revenue is greater than or equal to the S-1 Revenue, but less than 115% of S-1 Revenue; (iv) 115% if the Revenue is greater than or equal to 115% of S-1 Revenue, but less than 125% of S-1 Revenue; (v) 125% if the Revenue is greater than or equal to 125% of S-1 Revenue, but less than 150% of S-1 Revenue; (vi) 150% if the Revenue is greater than or equal to 150% of S-1 Revenue.

/s/ Rangan Padmanabhan, by M. Dilshad Kasmani as Attorney-in-Fact 10/12/2022

** 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.