

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

☐ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>Odrich Marc</u> (Last) (First) (Middle) <u>C/O LENZ THERAPEUTICS, INC.</u> <u>201 LOMAS SANTA FE DRIVE, SUITE 300</u> (Street) <u>SOLANA BEACH CA</u> <u>92075</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>LENZ Therapeutics, Inc. [LENZ]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>01/02/2026</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Medical Officer</u> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
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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 Amount or Number of Shares				
Stock Option (right to buy)	\$16	01/02/2026		A	84,200	(1) 01/01/2036	Common Stock 84,200	\$0	84,200	D	
Restricted Stock Unit	(2)	01/02/2026		A	14,000	(3) (3)	Common Stock 14,000	\$0	14,000	D	

Explanation of Responses:

1. Subject to the Reporting Person continuing to be a Service Provider (as defined in the Issuer's 2024 Equity Incentive Plan) through each applicable date, twenty five percent (25%) of the shares subject to the option shall vest on the one (1) year anniversary of the Vesting Commencement Date, and one thirty-sixth (1/36th) of the remaining shares subject to the option shall vest each month thereafter on the same day of the month as the Vesting Commencement Date (and if there is no corresponding day, on the last day of the month). "Vesting Commencement Date" shall mean January 2, 2026.

2. Each restricted stock unit ("RSU") represents a contingent right to receive one share of the Issuer's Common Stock.

3. Subject to the Reporting Person continuing to be a Service Provider (as defined in the Issuer's 2024 Equity Incentive Plan) through each applicable date, twenty five percent (25%) of the RSUs subject to the award shall vest on the one (1) year anniversary of the RSU Grant Date, and one eighth (1/8th) of the RSUs subject to the award shall vest every six (6) months thereafter on the same day of the month as the RSU Grant Date (and if there is no corresponding day, on the last day of the month). "RSU Grant Date" shall mean January 2, 2026.

Remarks:

/s/ Daniel R. Chevallard, as
Attorney-in-Fact
01/06/2026
** 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.