

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

**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

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

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>PAYNE JOHN BERNARD</u>  (Last) (First) (Middle) 9900 NE 114TH CIRCLE  (Street) VANCOUVER WA 98662  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Zivo Bioscience, Inc. [ ZIVO ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>President and CEO</b>
	3. Date of Earliest Transaction (Month/Day/Year) 06/05/2024	
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	Amount or Number of Shares				
Nonstatutory Stock Option to Purchase Common Stock	\$26.88 <sup>(1)</sup>	06/05/2024		D		1,902 <sup>(1)</sup>		(2)	10/11/2031	Common Stock	1,902	(3)	0	D	
Nonstatutory Stock Option to Purchase Common Stock	\$33 <sup>(1)</sup>	06/05/2024		D		32,000 <sup>(1)</sup>		(2)	10/20/2031	Common Stock	32,000	(3)	0	D	
Nonstatutory Stock Option to Purchase Common Stock	\$17.16 <sup>(1)</sup>	06/05/2024		D		31,836 <sup>(1)</sup>		(2)	12/15/2032	Common Stock	31,836	(3)	0	D	
Nonstatutory Stock Option to Purchase Common Stock	\$7.96	06/05/2024		A		167,180		(4)	06/04/2034	Common Stock	167,180	(3)	167,180	D	
Nonstatutory Stock Option to Purchase Common Stock	\$7.96	06/05/2024		A		50,251		(4)	06/04/2034	Common Stock	50,251	\$0	50,251	D	

**Explanation of Responses:**

- The share amount and exercise price have been adjusted from the amount reported on a previous Form 4 to reflect a 1 for 6 reverse stock split of the Issuer's stock in October 2023.
- The canceled options were fully vested.
- The Issuer canceled options for an aggregate 65,738 shares of the Issuer's common stock granted to the Reporting Person on 10/12/2021, 10/21/2021, and 12/16/2022. In exchange for the canceled options, the Reporting Person received a replacement option, for 167,180 shares, having an exercise price of \$7.96.
- The option was issued pursuant to the 2021 Equity Incentive Plan and all options vested immediately upon the date of acceptance of grant.

/s/ John B. Payne

06/06/2024

\*\* 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.