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**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>Masterson Nola E</u>  (Last) (First) (Middle) <u>768 W CALIFORNIA WAY</u>  (Street) <u>WOODSIDE CA 94062</u>  (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 Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/05/2024</u>	
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			
Common Stock	06/05/2024		A		30,010	A	(3)	30,876	D	
Common Stock	06/05/2024		A		84,941	A	\$7.96	115,817	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)	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			4,333 <sup>(1)</sup>	(2)	10/20/2031	Common Stock	4,333	(3)	0	D	
Nonstatutory Stock Option to Purchase Common Stock	\$21.66 <sup>(1)</sup>	06/05/2024		D			2,632 <sup>(1)</sup>	(2)	07/27/2032	Common Stock	2,632	(3)	0	D	
Nonstatutory Stock Option to Purchase Common Stock	\$17.16 <sup>(1)</sup>	06/05/2024		D			707 <sup>(1)</sup>	(2)	12/15/2032	Common Stock	707	(3)	0	D	
Nonstatutory Stock Option to Purchase Common Stock	\$16.74 <sup>(1)</sup>	06/05/2024		D			3,626 <sup>(1)</sup>	(4)	06/11/2033	Common Stock	3,626	(3)	0	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 13,200 shares of the Issuer's common stock granted to the Reporting Person on 10/12/2021, 10/21/2021, 7/28/2022, 12/16/2022, and 6/12/2023. In exchange for the canceled options, the Reporting Person received 30,010 shares of restricted stock.
- The canceled option was issued pursuant to the 2021 Equity Incentive Plan on 6/12/2023 and vests as follows: 25% on the first three 3-month anniversaries of the grant, and 25% on the day prior to the Company's 2024 Annual Meeting of Stockholders, subject to the reporting person's continuous service on each applicable vesting date.

/s/ Nola E. Masterson 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.