# FORM 4

☐ 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 that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

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 * | 2. Issuer Name **and** Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) |
|---|---|---|
| **Cochran Caroline** | **Oklo Inc. [ OKLO ]** | __X__ Director __X__ 10% Owner |
| (Last) (First) (Middle) | 3. Date of Earliest Transaction (MM/DD/YYYY) | __X__ Officer (give title below) _____ Other (specify below) |
| **C/O OKLO INC., 3190 CORONADO DR.** | **3/12/2026** | **Co-Founder, COO** |
| (Street) | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | 6. Individual or Joint/Group Filing (Check Applicable Line) |
| **SANTA CLARA, CA 95054** | | _X_ Form filed by One Reporting Person<br>___ Form filed by More than One Reporting Person |
| (City) (State) (Zip) | | |

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1.Title of Security (Instr. 3) | 2. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. 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 | | | |
| **Class A Common Stock** | **3/12/2026** | | **M** | | **78,652** | **A** | **$59.59** | **757,676** (1) | **D** | |
| **Class A Common Stock** | **3/12/2026** | | **M** | | **5,191** | **A** | **$59.59** | **762,867** (1) | **D** | |
| **Class A Common Stock** | **3/13/2026** | | **S**(2) | | **44,828** | **D** | **$60** | **718,039** (1) | **D** | |
| **Class A Common Stock** | | | | | | | | **1,310,000** (1) | **I** | **By Caroline Cochran GRAT** |
| **Class A Common Stock** | | | | | | | | **1,000,000** (1) | **I** | **By Caroline DeWitte GRAT No. 2** |
| **Class A Common Stock** | | | | | | | | **7,583,085** (1) | **I** | **By the Caroline DeWitte Family Trust** |
| **Class A Common Stock** | **3/12/2026** | | **M** | | **112,360** | **A** | **$59.59** | **800,556** | **I** | **By Jacob DeWitte** (3) |
| **Class A Common Stock** | **3/12/2026** | | **M** | | **23,937** | **A** | **$59.59** | **824,493** | **I** | **By Jacob DeWitte** (3) |
| **Class A Common Stock** | **3/13/2026** | | **S**(4) | | **72,960** | **D** | **$60** | **751,533** | **I** | **By Jacob DeWitte** (3) |
| **Class A Common Stock** | | | | | | | | **1,310,000** | **I** | **By Jacob DeWitte GRAT** (5) |
| **Class A Common Stock** | | | | | | | | **1,000,000** | **I** | **By Jacob DeWitte GRAT No. 2** (5) |
| **Class A Common Stock** | | | | | | | | **7,851,901** | **I** | **By the Jacob DeWitte Family Trust** (5) |

**Table II - Derivative Securities Beneficially Owned (*e.g.*, puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivate Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. 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 | | 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 of Derivative Security: 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 | | | | |
| **Restricted Stock Units** | (6) | **3/12/2026** | | **M** | | | **78,652** | (7) | (7) | **Class A Common Stock** | **78,652** | **$0** | **117,977** | **D** | |
| **Restricted Stock Units** | (8) | **3/12/2026** | | **M** | | | **5,191** | (9) | (9) | **Class A Common Stock** | **5,191** | **$0** | **10,383** | **D** | |

**Explanation of Responses:**

**(1)** For more information about the equity of the Issuer held by the Reporting Person, please see the Issuer's most recent definitive proxy statement filed with the Securities and Exchange Commission.

**(2)** Represents the number of shares sold by the Reporting Person to cover tax withholding obligations in connection with the vesting and settlement of the RSUs listed in Table II. The sale was to satisfy tax withholding obligations to be funded by a "sell to cover" transaction and does not represent a discretionary transaction by the Reporting Person.

**(3)** Represents securities held by the Reporting Person's spouse.

**(4)** Represents the number of shares sold by the Reporting Person's spouse to cover tax withholding obligations in connection with the vesting and settlement of the RSUs listed in Table II. The sale was to satisfy tax withholding obligations to be funded by a "sell to cover" transaction and does not represent a discretionary transaction by the Reporting Person's spouse.

**(5)** Represents securities beneficially owned by the Reporting Person's spouse.

**(6)** Each RSU represents a contingent right to receive one share of the Issuer's Class A Common Stock. On March 12, 2026, 112,360 and 78,652 restricted stock units were released to Mr. DeWitte and Ms. Cochran, respectively.

**(7)** The RSUs vest in 12 substantially equal quarterly installments beginning on August 9, 2024.

**(8)** Each RSU represents a contingent right to receive one share of the Issuer's Class A Common Stock. On March 12, 2026, 23,937 and 5,191 RSUs were released to Mr. DeWitte and Ms. Cochran, respectively.

**(9)** On December 22, 2025, the Reporting Person was granted 15,574 RSUs, vesting in three substantially equal annual installments beginning on December 31, 2025.

**Reporting Owners**

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| **Cochran Caroline**<br>**C/O OKLO INC.**<br>**3190 CORONADO DR.**<br>**SANTA CLARA, CA 95054** | **X** | **X** | **Co-Founder, COO** | |

**Signatures**

**/s/ Richard Craig Bealmear, Attorney-in-Fact** — **3/16/2026**

** 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.

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