Instruction 1(b)

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

I

- 1							
	OMB Number:	3235-0287					
	Estimated average burden						
	hours per response:	0.5					

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 [*] Kemp Sarah E.				. Issuer Name and NORTHERN ' NTERNATIC	TECHNC	DLOGIES		ationship of Reporting Person(s) to Is < all applicable) Director 10% Ov)wner
(Last) 4201 WOOI	(First) DLAND ROAD	(Midc	, J	3. Date of Earliest Transaction (Month/Day/Year) 04/18/2023				Officer (give title below)		Other (specify below)
(Street) <u>CIRCLE PINES MN</u> 55014 (City) (State) (Zip)				. If Amendment, Da	te of Original	Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person			
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										
1. Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Yea				2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr.	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 an	ıd 5)	5. Amount of Securities Beneficially Owned	6. Ownership Form: Direct (D) or	7. Nature of Indirect Beneficial Ownership

	(Wohth Day real)	(Month/Day/Year)	8)				Owned Following	Indirect (I) (Instr. 4)	Ownership (Instr. 4)	
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	04/18/2023		Р		2,473.373	A	\$ 12.1292 ⁽¹⁾	4,485.373	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of 3A. Deemed 5. Number 6. Date Exercisable and 7. Title and 8. Price of 9. Number of 11. Nature 3. Transaction 10. Derivative Conversion Date Execution Date Transaction of Expiration Date (Month/Day/Year) Amount of Derivative derivative Ownership of Indirect Code (Instr. 8) Beneficial Ownership Securities Underlying Form: Direct (D) or Exercise Price of (Month/Day/Year) if any (Month/Day/Year) Derivative Securities Beneficially Security (Instr. 3) Security (Instr. 5) Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 Derivativ Derivative Owned Following or Indirect (I) (Instr. 4) (Instr. 4) Security Security (Instr. 3 and 4) Reported Transaction(s) (Instr. 4) and 5) Amount Number Date Expiration of

Explanation of Responses:

1. The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$12.00 to \$12.19, inclusive. The reporting person undertakes to provide to Northern Technologies International Corporation, any security holder of Northern Technologies International Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in this footnote (1) to this Form 4.

Exercisable

Date

Title

<u>/s/ Matthew C. Wolsfeld,</u> attorney-in-fact	<u>04/19/2023</u>		
** Signature of Reporting Person	Date		

Shares

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).

Code V

(A) (D)

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.