

FORM 4

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

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person * Howell Stephen B.			2. Issuer Name and Ticker or Trading Symbol ABEONA THERAPEUTICS INC. [ABEO]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/27/2009					
1330 AVENUE OF THE AMERICAS, 33RD FLOOR								
(Street)			4. If Amendment, Date Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
NEW YORK, NY 10019								
(City)	(State)	(Zip)	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	01/23/2012		A		300 (1)	A	\$ 0	495 (1)	D	
Common stock	05/11/2015		A		75,000	A	\$ 0	75,495	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Underlying Securities (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
Stock Option (right to buy)	\$ 69 (1)	05/27/2009		A		500 (1)		(2)	05/27/2019	Common stock	500 (1)	\$ 0	500 (1)	D	
Stock Option (right to buy)	\$ 69 (1)	05/27/2009		A		200 (1)		(2)	05/27/2019	Common stock	200 (1)	\$ 0	200 (1)	D	
Stock Option (right to buy)	\$ 122.5 (1)	05/26/2010		A		600 (1)		(2)	05/26/2020	Common stock	600 (1)	\$ 0	600 (1)	D	
Stock Option (right to buy)	\$ 113.5 (1)	05/26/2011		A		700 (1)		(2)	05/26/2021	Common stock	700 (1)	\$ 0	700 (1)	D	
Stock Option (right to buy)	\$ 30.5 (1)	05/24/2012		A		700 (1)		(2)	05/24/2022	Common stock	700 (1)	\$ 0	700 (1)	D	
Stock Option (right to buy)	\$ 11.5 (1)	12/11/2012		A		2,000 (1)		(2)	12/11/2022	Common stock	2,000 (1)	\$ 0	2,000 (1)	D	

Stock Option (right to buy)	\$ 18.5 (1)	03/07/2014		A	10,000 (1)	(2)	03/07/2024	Common stock	10,000 (1)	\$ 0	10,000 (1)	D	
Stock Option (right to buy)	\$ 7.34	05/11/2015		A	75,000	(2)	05/11/2025	Common stock	75,000	\$ 0	75,000	D	
Stock Option (right to buy)	\$ 2.31	02/11/2016		A	50,000	(2)	02/11/2026	Common stock	50,000	\$ 0	50,000	D	
Stock Option (right to buy)	\$ 4.45	12/13/2016		A	50,000	(2)	12/13/2026	Common stock	50,000	\$ 0	50,000	D	
Stock Option (right to buy)	\$ 16	12/14/2017		A	30,000	(2)	12/14/2027	Common stock	30,000	\$ 0	30,000	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Howell Stephen B. 1330 AVENUE OF THE AMERICAS 33RD FLOOR NEW YORK, NY 10019	X			

Signatures

/s/ Neena M. Patil, as Attorney-in-fact		05/22/2019
<small>**Signature of Reporting Person</small>		<small>Date</small>

Explanation of Responses:

- * 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).
- (1) The share amount and price for this transaction have been adjusted to reflect a 50-for-1 reverse stock split on October 24, 2014.
- (2) Vests 100% six months after grant date.

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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